

UTSL/BM/2025-26

Date: 23rd May, 2025

By Hand/Email

To,

S.No.	Name	Designation/Status
1.	Mr. Kishore Kumar Bhuradia	Chairman & Managing Director
2.	Mr. Pranay Kumar Parwal	Whole Time Director
3.	Mr. Anil Kumar Jain	Whole Time Director
4.	Mr. Prakash Chandra Chhajed	Independent Director
5.	Mrs. Sudha Rathi	Independent Director
6.	Mr. Manish Sharma	Independent Director
7.	Mr. Brijesh Kumar Shrivastava	Chief Financial Officer (For Assistance)
8.	Mr. Pushpendra Patel	Company Secretary (For Assistance)

Directors and Invitees of Uniinfo Telecom Services Ltd. at their registered E-Mail Ids or residential addresses.

SUBJECT: NOTICE FOR THE 2/2025-26 MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY.

Dear Sir(s)/ Madam,

You are cordially invited to attend the **2/2025-26** Meeting of Board of Directors of the Company to be held on **Friday, 30th May, 2025 at 4:00 P.M.** at the Registered Office of the Company situated at 403 Chetak Centre, 12/2 RNT Marg, Indore (M.P.)-452001 (MP), to transact the businesses as mentioned in the Agenda enclosed herewith.

If any Director who is interested in attending the meeting through Video Conferencing Mode is requested to please send a confirmation in this regard to Mr. Pushpendra Patel (Company Secretary), email: pushpendra.patel@uni-info.co.in Mob No. 8251053973

You are requested to please make it convenient to attend the Meeting and acknowledge the receipt of the notice and detailed notes on the agenda items and relevant working papers along with the details notes and relevant documents.

Please also communicate your request for leave of absence, if any, to the Company Secretary at his E-Mail Id: pushpendra.patel@uni-info.co.in.

Issued by the Orders of the Chairman.

Thanking you.

Yours faithfully

For Uniinfo Telecom Services Limited

Pushpendra Patel

Company Secretary & Compliance Officer

Encl.: 1. Agenda, Notes to the Agenda Items and Draft of the Resolutions for Board Meeting.

AGENDA & NOTES TO THE AGENDA ITEMS
For the 2/2025-26 Meeting of the Board of Directors of the Company to be held on
Friday, 30th May 2025 at 04:00 P.M.

Agenda Item No.	Particulars	Nature of business	Annexure
1.	To consider the request to grant leave of absence to the Directors from attending the Meeting, as may be requested by directors, if any.	General	-
2.	To confirm the Minutes of the previous 1/2025-26 Board Meeting held on 21 th April, 2025. <i>(To be placed on the table)</i>	General	Annexure 1
3.	To Confirm the Minutes of a. 1/2025-26 Audit Committee Meeting held on 30 th May, 2025. b. 1/2025-26 SRC Committee held on 30 th May, 2025.	General	Annexure-2
4.	To consider and review the working progress of the Company.	General	-
5.	To give authority to file forms to ROC.	General	Annexure-3
6.	To consider and approve the provisions/entry for Bad Debts in the year 2024-25, if any.	Significant	Annexure-4
7.	To consider and approve the transfer of profits to the general reserves of the Company, if any.	Significant	Annexure-5
8.	To consider and take on record non-acceptance of any deposits u/s 73-76 of the Companies Act, 2013 including no credit balances of the debtors exceeding 365 days during the year 2024-25.	Significant	Annexure-6
9.	To consider and confirm for no material and reportable fraud committed by or against the Company by any employee and no complaint received or pending before the Vigil Mechanism during the year 2024-25.	Significant	-
10.	To take on record declaration given by Managing Director and CFO for Standalone and Consolidated Audited Financial Results of the Company as per requirement of Regulation 33(2)(a) of SEBI (LODR) Regulation, 2015 (Declaration to be placed before the Board at the Meeting.)	Significant	-
11.	To consider and approve the Standalone Audited Financial Statement of Uni Info Telecom Services (Private) Limited In Sri-Lanka and Uniinfo Technologies QFZ LLC In Qatar (Wholly Owned Subsidiary of the company) for the Year ended 31st March, 2025 and review status of closure of Uni Info Telecom Services (Private) Limited In Sri-Lanka and Uniinfo Technologies QFZ LLC In Qatar (Wholly Owned Subsidiaries of the company).	Significant	Annexure-7
12.	To consider and approve the Standalone and Consolidated Audited Financial Results of the company in terms of regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 for	Significant	Annexure-8

	the year ended 31 st March, 2025 and related compliances Along with Audit Report, 2025. <i>(Results and Copy of the audit report shall be placed at the Meeting)</i>		
13.	To consider and take on record declaration in compliance of regulation 33(3)(d) of SEBI (LODR) (Amendment) Regulation, 2016 for audit report with unmodified opinion. <i>(to be placed at the meeting)</i>	Significant	-
14.	To consider and approve Standalone and Consolidated Audited Financial Statements i.e. Balance Sheet as at 31 st March, 2025 and the Statement of Profit and Loss and Cash Flow etc. for the year ended 31 st March, 2025 and authorise Directors, CEO, Company Secretary and CFO to sign and deliver the same to the Statutory Auditors for their certification and Report thereon. <i>(To be placed on the table)</i>	Significant	Annexure-9
15.	To consider and approve the Remuneration of the Statutory Auditor for financial year 2024-25.	Significant	Annexure-10
16.	To consider and appoint the Internal Auditors of the Company for the year 2025-26. <i>(Copy of the Consent & Eligibility letter from the Internal Auditors to be placed before the table)</i>	Significant	Annexure-11
17.	To consider and take on record the Internal Audit Report for the Quarter/Year ended on 31 st March, 2025. <i>(Copy of the Internal Auditor's Report will be placed before the table)</i>	Significant	-
18.	To consider and take on record the Statutory Auditor's Report on Standalone and Consolidated Audited Financial Statements for Financial Year 2024-25. <i>(Copy of the Statutory Auditor's Report will be placed before the table)</i>	Significant	Annexure-12
19.	To consider and approve the Related Parties Transaction u/s 188 of the Companies Act, 2013. <i>(Register of Related Party Transactions to be placed before the table).</i>	General	Annexure-13
20.	To consider and take on record quarterly and half yearly compliance report as submitted to the NSE: a) Compliance Report on Corporate Governance for the quarter ended on 31 st March, 2025 in XBRL Mode. b) Certificate under Regulation 74(5) of SEBI (Depositories and Participants) Regulations, 2018 for the quarter/half year ended on 31 st March, 2025. c) Reconciliation of Share Capital Audit Report by PCS for the quarter ended 31 st March, 2025 filed in PDF and XBRL. d) Shareholding Pattern filed for the quarter ended on 31 st March, 2025 in XBRL. e) Intimation filed pursuant to SEBI Circular Ref.: SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November 2018 regarding borrowing by Large Corporate.	General	-
21.	To consider and take on record the statements of compliance for various rules and regulations along with the compliance certificate by MD/WTD.	General	Annexure 14

22.	To consider and take on record the consent of the directors for receiving of the information, relating to price sensitive information on shorter notice and/ or place before the board or committee meetings only.	General	Annexure 15
23.	To consider and review the Policy for Preservation of Documents & Archival Policy.	General	-
24.	To consider and review the Policy for determination of Materiality.	General	-
25.	To deal in any other businesses, if any, which may be placed before the Board with the permission of the Majority of the Directors.	-	-
26.	To circulate minutes of the Meeting to the Board members and take their comments to finalise the same. <i>(Minutes will be circulated after end of discussion on agenda items.)</i>	-	-

For Uniinfo Telecom Services Limited

Pushendra Patel

Company Secretary & Compliance Officer

Enclosed: *Detailed agenda Items and the Drafts of the Board Resolutions.*

**Detailed Agenda Items, Annexures and Resolutions thereto to be passed by the Board
At the 2/2025-26 Meeting of the Board of Directors of the Company to be held on
Friday 30th May, 2025 at 4:00 P.M.**

ITEM NO.1: TO CONSIDER THE REQUEST FOR GRANTING LEAVE OF ABSENCE TO THE DIRECTORS FROM ATTENDING THE MEETING, IF ANY.

The request for providing leave of absence asked by the Directors if any, shall be placed before the Board for consideration.

Annexure 1

ITEM NO.2: TO CONFIRM THE MINUTES OF THE PREVIOUS 1/2025-26 BOARD MEETING HELD ON 21ST April, 2025.

Note: Copy of the Minutes of 1/2025-26 Board Meeting held on 21st April, 2025 will be placed before the Board.

The CS shall place on table the Minutes of the previous 1/2025-26 Meeting of the Board held on 21st April, 2025 which were circulated and approved and then recorded in the Minute Book as required under SS-1 to all the Board Members and which shall be read and confirmed by the Board, in token whereof the following resolution may be passed:

“RESOLVED THAT, the Minutes of the previous 1/2025-26 Meeting of the Board, held on 21th April, 2025, circulated, confirmed and recorded in the Minutes Book on 21th April, 2025 required under the SS-1 and further read out at this Meeting be and are hereby confirmed and taken on record.”

Annexure 2

ITEM NO.3(a): TO CONFIRM THE MINUTES OF 1/2025-26 AUDIT COMMITTEE MEETING HELD ON 27TH DAY OF MAY, 2024.

Note: Copy of the Minutes of 1/2025-26 Audit Committee Meeting held on 30th May, 2025 will be placed before the Board.

The CS shall place on table the Minutes of 1/2025-26 Audit Committee Meeting to be held on 30th day of May, 2025 and circulate to the members of the board and which shall be read and confirmed by the Board, in token whereof the following resolution may be passed:

“RESOLVED THAT the minutes of the 1/2025-26 Audit Committee Meeting held on 30th day of May, 2025, as circulated, approved and recorded in the minute book on 30th day of May, 2025 and as placed & read out at this meeting be and are hereby confirmed and taken on record.”

ITEM NO.3(b): TO CONFIRM MINUTES OF 1/2025-26 STAKEHOLDER RELATIONSHIP COMMITTEE MEETING HELD ON 30TH DAY OF MAY, 2025.

Note: Copy of the Minutes of 1/2025-26 Stakeholder Relationship Committee Meeting held on 30th day of May, 2025 shall be placed before the Board.

The CS shall place on table the Minutes of 1/2025-26 Stakeholder Relationship Committee Meeting held on 30th day of May, 2025 and to be circulated to the members and which shall be read and confirmed by the Board, in token whereof the following resolution may be passed:

“RESOLVED THAT the Minutes of 1/2025-26 Stakeholder Relationship Committee Meeting held on 30th day of May, 2025 as circulated among the members of the Board and as read out at this meeting be and are hereby confirmed and taken on record.”

ITEM NO. 4: TO CONSIDER AND REVIEW THE WORKING PROGRESS OF THE COMPANY.

The Chairman/CFO shall inform the Board about progress of the Company for the year ended 31st March 2025 as well as up to current working. He shall place before the Board statements of Sales & Purchase, Debtors & Creditors position, and stock in trade for detailed discussion.

Annexure 3

ITEM NO.5: TO GIVE AUTHORITY TO FILE FORMS AND RETURNS WITH ROC.

The Chairman shall inform the Board that the company has to authorize Managing Director or any Director of the company to digitally sign and file necessary e-forms and other necessary papers and certification thereof by the practicing company secretary as may be required on behalf of the Company. The Board after discussion may pass following resolution:

“RESOLVED THAT Mr. Kishore Kumar Bhuradia, Chairman & Managing Director (DIN: 03257728) of the Company be and is hereby authorized to sign various e-Forms digitally by their digital signature for and on behalf of the Company to certify all the said forms as may be required to be filed by the Company with the ROC/on the MCA Portal, for and on behalf of the Company from time to time.”

Annexure 4

ITEM NO. 6: TO CONSIDER AND APPROVE THE PROVISIONS/ENTRY FOR BAD DEBTS IN THE YEAR 2024-25, IF ANY:

The CS shall place before the Board the statement of the doubtful/bad debts of the company which are due for a period exceeding... ..years and he will further inform that the Company has made all the efforts to realize the amount but looking into the circumstance, chances for recovery thereof is very negligible or nil, therefore to give proper presentation of the Financial Statements, it would be appropriate to make provisions for doubtful/bad debts in the books of Accounts for the year 2024-25.

The Board may also note that none of the party is directly or indirectly related with any director or KMPs of the Company. The Chairman shall further inform that Audit Committee has also recommended to write off the said amount after detailed analysis. The Board may consider and after detailed discussion on various aspects may pass the following resolution:

“RESOLVED THAT on the recommendation of the Audit Committee, the consent of the Board of Directors of the Company be and is hereby granted for making provisions for doubtful/bad debts for Rs.....due against various parties as per the statement placed before the Board duly initialed by the Chairman for the purpose of identification and that the necessary provisions be made in the books of Accounts of the company for the year ended 31st March, 2025.

RESOLVED FURTHER THAT the certified copy of the above said resolution be furnished to the Auditors for their verification and further needful.”

Annexure-5

ITEM NO.7: TO CONSIDER AND APPROVE THE TRANSFER OF PROFITS TO THE GENERAL RESERVES OF THE COMPANY, IF ANY:

The CFO shall inform that the company may voluntarily transfer a certain amount to the General Reserve of the company for strengthening the financial status of the Company. Therefore, the Board of Directors upon the recommendation of the Audit committee may consider pass the following resolution:

“RESOLVED THAT a sum of Rs...../- out of the profits of the Company for the year 2024-25 be and is hereby transferred to the General Reserve account of the company

and necessary accounting treatment to that effect be given in the Books of accounts of the Company.”

Annexure-6

ITEM NO.8: TO CONSIDER AND TAKE ON RECORD FOR NON-ACCEPTANCE OF ANY DEPOSITS U/S 73-76 OF THE COMPANIES ACT, 2013 INCLUDING NO CREDIT BALANCES OF THE DEBTORS EXCEEDING 365 DAYS DURING THE YEAR 2024-25.

The CS shall place before the Board the declaration under section 73 of the Companies Act, 2013 read with Rule 2(c)(viii) of the Companies (Acceptance of Deposits) Rules 2014 from all the directors. The Board may consider and pass the following resolution:

“**RESOLVED THAT** the Board of Directors of the Company do hereby declare and confirm that the Company has not received any amount of loans or otherwise under section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014 and there is no outstanding credit balance of sundry creditors exceeding 365 days as on 31st March, 2025 as well as during the year 2024-25 which may be classified as the Deposits.

RESOLVED FURTHER THAT the aforesaid Board resolution may also be furnished by the CFO to the Auditors and Secretarial Auditors of the Company.”

ITEM NO. 9: TO CONSIDER AND CONFIRM FOR NO MATERIAL AND REPORTABLE FRAUD COMMITTED BY OR AGAINST THE COMPANY BY ANY EMPLOYEE AND NO COMPLAINT RECEIVED OR PENDING UNDER THE VIGIL MECHANISM DURING THE YEAR 2024-25:

The Board shall consider the fraud reported by the Auditors and internal auditors in their reports, if any, as well as no complaints received through Vigil Mechanism during the financial year 2024-25.

ITEM NO.10: TO TAKE ON RECORD DECLARATION GIVEN BY MANAGING DIRECTOR AND CFO FOR AUDITED FINANCIAL RESULTS OF THE COMPANY AS PER REQUIREMENT OF REGULATION 33(2)(a) OF SEBI (LODR) REGULATION, 2015.

The CFO shall place before the Board the Certificate regarding Audited Financial Results for the quarter/year ended on 31st March, 2025 as per the requirement of Regulation (33)(2)(a) of SEBI (LODR) Regulations, 2015, which is certified by the MD and CFO of the company that the Financial Results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. The Board shall consider and take on record the same.

Annexure-7

ITEM NO. 11: TO CONSIDER AND APPROVE THE STANDALONE AUDITED FINANCIAL STATEMENT OF UNI INFO TELECOM SERVICES (PRIVATE) LIMITED IN SRI-LANKA AND UNIINFO TECHNOLOGIES QFZ LLC IN QATAR (WHOLLY OWNED SUBSIDIARY OF THE COMPANY) FOR THE YEAR ENDED 31ST MARCH, 2025 AND REVIEW STATUS OF CLOSURE OF UNIINFO TELECOM SERVICES (PRIVATE) LIMITED IN SRI-LANKA AND UNIINFO TECHNOLOGIES QFZ LLC IN QATAR (WHOLLY OWNED SUBSIDIARIES OF THE COMPANY).

The Chairman shall inform the board that the company is having Wholly Owned Subsidiary Uni Info Telecom Services (Private) Limited In Sri-Lanka and Uniinfo Technologies QFZ LLC In Qatar in Thailand and as per the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the company is required to consolidate the financials of the subsidiary company also.

Chairman further update the board on the progress of the closure of Uni Info Telecom Services (Private) Limited in Sri-Lanka and Uniinfo Technologies Qfz Llc in Qatar (Wholly Owned Subsidiaries of the Company).

The Board shall discuss the same and after detailed discussions may pass the following resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 consent of the Committee be and is hereby accorded to adopt audited financial statements for the year ended 31st March, 2025 of Uni Info Telecom Services (Private) Limited In Sri-Lanka and Uniinfo Technologies QFZ LLC In Qatar. (Wholly Owned Subsidiary)

Annexure-8

ITEM NO. 12: TO CONSIDER AND APPROVE THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL RESULTS OF THE COMPANY IN TERMS OF REGULATION 33(3)(d) OF SEBI (LODR) REGULATIONS, 2015 FOR THE YEAR ENDED 31ST MARCH, 2025 AND RELATED COMPLIANCES ALONG WITH AUDIT REPORT.

The CFO shall inform that the Audit Committee has approved and recommended the Audited Financial Results for the quarter/year ended on 31st March, 2025 and a copy of the same shall be placed on the table. The Board may consider and pass the following resolution:

“RESOLVED THAT the Standalone and Consolidated Audited Financial Results for the quarter / year ended 31st March, 2025 as approved by the Audit Committee and placed before the Board duly initialed by the Chairman for the purpose of identification be and are hereby approved for submission to the Stock Exchange as per requirement of the SEBI (LODR) Regulations, 2015 and Mr Kishore Kumar Bhuradia, Chairman & Managing Director of the Company, be and is hereby authorized to sign and issue the same for and on behalf of the Board.

RESOLVED FURTHER THAT the Auditors Report as received from M/s. ABMS & Associates Chartered Accountants, Statutory Auditors of the Company which was also taken on record by the Audit Committee at their meeting held on 30th May, 2025 pursuant to the Regulation 33(3)(d) of the SEBI (LODR) Regulation, 2015 be and is hereby approved and the same be forwarded by the Managing Director and/or Company Secretary to the NSE for and on behalf of the Company.”

ITEM NO.13: TO CONSIDER AND TAKE ON RECORD DECLARATION IN COMPLIANCE OF REGULATION 33(3)(d) OF SEBI (LODR) (AMENDMENT) REGULATION, 2016 FOR AUDIT REPORT WITH UNMODIFIED OPINION:

The CS shall inform the Board that Regulation 33(3)(d) SEBI (LODR) Regulation, 2015 requires a declaration from Managing Director and CFO that Auditor has issued an Audit Report with unmodified Opinion on Audited Financial Results for the year ended on 31st March, 2025 which shall be submitted to the Stock Exchange along with financial results and audit report.

Further, he shall inform the Board that audit report has been placed on the table and there is no qualification in the report therefore, Company is required to submit declaration for unmodified Opinion to the BSE. The declaration shall be placed on table for consideration and approval by the Board.

Annexure-9

ITEM NO.14: TO CONSIDER AND APPROVE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS i.e. BALANCE SHEET AS AT 31ST MARCH, 2025 AND THE

STATEMENT OF PROFIT & LOSS AND CASH FLOW STATEMENT AND STATEMENT OF CHANGE IN EQUITY, ETC. FOR THE YEAR ENDED 31ST MARCH, 2025 AND AUTHORISE DIRECTORS, CEO, COMPANY SECRETARY AND CFO TO SIGN AND DELIVER THE SAME TO THE STATUTORY AUDITORS FOR THEIR CERTIFICATION AND REPORT THEREON:

The Chairman shall inform that the Audit Committee has approved the Audited Financial Statements of the Company for the year 2024-25 and a copy of the same shall be placed on table. The Board may consider the same and pass the following resolution.

“RESOLVED THAT the Standalone and Consolidated Audited Financial Statements containing the Audited Balance Sheet as at 31st March, 2025 and Statement of Profit & Loss and Cash Flow Statement, Statement for Change in the Equity, Notes forming to part of the Accounts for the for the period of 1stApril, 2024 to 31st March, 2025 as approved by the Audit Committee and placed before the Board duly initialed by the Chairman for the purpose of identification be and are hereby approved and pursuant to the provisions of section 134 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr Kishore Kumar Bhuradia, Chairman & Managing Director of the Company be and is hereby instructed to submit the same to the Auditors for their certification and Report thereon.”

Annexure-10

ITEM NO. 15: TO CONSIDER AND APPROVE THE REMUNERATION OF THE STATUTORY AUDITOR FOR THE YEAR 2024-25:

The CFO/Chairman shall place before the Board, recommendation provided by the Audit Committee for remuneration of M/s. ABMS & Associates, Chartered Accountants, Statutory Auditors for the year 2024-25 as provided in the books of accounts.

The Board shall discuss the matter and decide to give remuneration of Rs for the year 2024-25 as under:

For Audit Fee: Rs.....
For Tax Audit Fee: Rs.....
For Certification & Other Services: Rs.....
Reimbursement of Pocket Expenses: Rs.....

TOTAL: Rs.....

Annexure-11

ITEM NO.16: TO CONSIDER AND APPOINT THE INTERNAL AUDITOR OF THE COMPANY FOR THE YEAR 2025-26:

The CS shall inform the Board that pursuant to section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor for the financial year 2025-26. He will further inform the Board that the Audit Committee has approved the re-appointment of the existing Internal Auditor M/s Rawka Agrawal & Co., Chartered Accountants as the Internal Auditor for financial year 2025-26. The Internal Auditor has also given their eligibility & consent letter for their appointment. The Board may discuss the matter and the following resolution may be passed:

“RESOLVED THAT pursuant to Section 138 of the Companies Act, 2013 M/s Rawka Agrawal & Co., Chartered Accountants be and are hereby re-appointed as Internal Auditor of the Company for the year 2025-26 under provisions of the Section 138 of the

Companies Act, 2013 and rules made their under on such remuneration as may be mutually agreed between Management and Internal Auditor.

RESOLVED FURTHER THAT Mr. Kishore Kumar Bhuradia, Chairman & Managing Director, of the Company be and are hereby severally authorized to do all acts, deeds and things as may be required in this regard.”

ITEM NO. 17: TO CONSIDER AND TAKE ON RECORD THE INTERNAL AUDIT REPORT FOR THE QUARTER/YEAR ENDED AS ON 31ST MARCH, 2025.

The CFO shall place on table the Internal Audit Report for the quarter/year ended 31st March, 2025 for consideration of the Board and ask the statutory auditors for its efficiency. The Internal auditor if available shall place comments on his observation, if any.

Annexure-12

ITEM NO. 18: TO CONSIDER AND TAKE ON RECORD THE STATUTORY AUDIT REPORT ON AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR FINANCIAL YEAR 2024-25:

The CFO shall place on table the Statutory Auditors' Report on Audited Financial Statements of the company for financial year ended 31st March, 2025 for consideration of the Board. The Board shall consider and take on record the same. The Board may also discuss qualification or reservation, if any in the Report and Management's Comments thereon.

Annexure-13

ITEM NO. 19: TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013:

The CFO shall place before the Board the statement of the transactions entered into by the Company with the promoters, directors, KMPs, their relatives and associates for the quarter ended 31st March, 2025 along with the Register in the Form MBP-4. He shall further inform that all the transactions were approved by the Audit Committee and Board and the same are in the ordinary course of business/Arm's length price, and the Company is not required to seek any approval of the members of the Company. The Board may consider and pass the following resolution;

“RESOLVED THAT transactions entered by the Company during the quarter ended 31st March, 2025 as covered under section 188 of the Companies Act, 2013 and as approved by the Audit Committee of the Board which are with the parties related to the directors and KMPs, and their relatives and associates as covered under section 184/188 of the Companies Act, 2013 which are on not material and are in the ordinary course of business/Arm's length price, as approved by the Audit Committee and the Company is not required to seek any approval of the members of the Company and it is be and is hereby considered and approved.

RESOLVED FURTHER THAT the Register of the Related Party Transaction as placed before the Board in the Form MBP-4 be authenticated and signed by the members of the Board”

ITEM NO. 20: TO CONSIDER AND TAKE ON RECORD QUARTERLY/HALF YEARLY/YEARLY COMPLIANCE REPORT AS SUBMITTED TO THE NSE:

- a) Quarterly compliance report on Integrated Corporate Governance for the quarter ended 31st March, 2025 under Regulation 27 (2)(a) of the SEBI (LODR) Regulations, 2015, as filed in the XBRL Format with the NSE.
- b) Certificate for compliance under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter/half year ended on 31st March, 2025.
- c) Reconciliation of Share Capital Audit Report by PCS for the quarter ended 31st March, 2025 filed in PDF and XBRL.

- d) Shareholding Pattern filed for the Quarter ended on 31st March, 2025 in XBRL. Intimation submitted to NSE pursuant to SEBI Circular Ref: SEBI/HO/DDHS/CIR/P/2018/144 dated 26th November, 2018 regarding borrowing by Large Corporate.
- e) Annual Secretarial Compliance Report for the Year ended on 31st March, 2025 under Regulation 24(A) of the SEBI (LODR) Regulations, 2015, as filed with the NSE.
- f) Disclosures filed to NSE under Regulation 30 of the SEBI (LODR) Regulations, 2015.

Annexure 14

ITEM NO. 21: TO CONSIDER AND TAKE ON RECORD THE STATEMENTS OF COMPLIANCE FOR VARIOUS RULES AND REGULATIONS ALONG WITH THE COMPLIANCE CERTIFICATE BY MD/WTD:

The CS shall place before the Board the Certificate and statement of compliance which will be considered by the Board and pass the following resolution:

“RESOLVED THAT the statement of compliances under the Companies Act, 2013, various SEBI Regulations as applicable to the Company and all other industrial, commercial and labor laws, taxation laws up to the month/year ended 31st March 2025 as considered by the Audit Committee and placed before the Board be and is hereby confirmed and taken on record by the Board.”

Annexure-15

ITEM NO. 22: TO CONSIDER AND TAKE ON RECORD THE CONSENT OF THE DIRECTORS FOR RECEIVING PRICE SENSITIVE INFORMATION ON SHORTER NOTICE AND/ OR PLACE BEFORE THE BOARD OR COMMITTEE MEETINGS ONLY:

The CS shall inform the Board that, as per SS-1, the Company needs to take consent of the majority of directors including at least one Independent director for dispense off the requirement for circulation of the Price Sensitive Information along with the agenda items. The Board may consider and pass following resolution:

“RESOLVED THAT upon the consent of the majority of the Directors including independent directors, the Board do hereby provide consent for circulation of the price sensitive information apart from the agenda Items and papers and such information and documents to be placed on table at the Board and Committee Meetings only.”

ITEM NO. 23: TO REVIEW OF THE POLICY FOR PRESERVATION OF DOCUMENTS & ARCHIVAL POLICY:

The Chairman shall inform the Board about Preservation of Documents & Archival Policy required to review by the Board of Directors of the company on annual basis, The Board of Directors reviewed the policy and authorized person have provided the regular assurance to Board of Directors on the effectiveness of the Policy.

ITEM NO. 24: TO REVIEW THE POLICY FOR DETERMINATION OF MATERIALITY:

The Chairman shall inform the Board that, the policy for determination of materiality is having contact details of old KMP and it is suggestible to revise the same and review the other items and if required to amend the policy accordingly.

CS shall inform the Board that, there is no need to amend the policy except change in the details of KMP. The Board considers the matter and take on record the same.

ITEM NO. 25: TO DEAL IN ANY OTHER BUSINESSES, IF ANY, WHICH MAY BE PLACED BEFORE THE BOARD WITH THE PERMISSION OF THE MAJORITY OF THE DIRECTORS.

If any business other than the agenda items needs to be considered, the items shall be placed before the meeting with the consent of the Chairman and majority of the directors present at the meeting.

ITEM NO.26: CIRCULATION OF THE DRAFT MINUTES OF THE BOARD MEETING AND TAKING OBSERVATIONS OF THE MEMBERS ON THE DRAFT MINUTES.

The CS shall upon the instructions of the Chairman, circulate the draft of the Board Minutes to all the members of the Board for their comments and request to the members to read and confirm for finalizing of the same. After considering the comments, the Chairman of the Meeting will approve the Minutes of the Board
