

May 06, 2025

Announcement

Outcome of Board Meeting dated May 06, 2025

The Governing Board of the Company at its meeting held today i.e., May 06, 2025, has, inter-alia:

1. Considered and approved the Audited Annual Financial Statements of the Company (both standalone and consolidated) for the quarter and year ended March 31, 2025, subject to adoption by the Shareholders at the ensuing Annual General Meeting (AGM). The Audited Financial Results of the Company have been made available on the Company's website.

The Statutory Auditors of the Company has issued the Audit Reports with unmodified opinions on the Standalone and Consolidated Financial Results of the Company for the financial year ended March 31, 2025.

2. Recommended a final dividend of Rs. 35 per equity share of Re. 1 each (3500%) for the year ended March 31, 2025, subject to approval of the shareholders at the ensuing Annual General Meeting. This includes a special one-time dividend of Rs.11.46 per equity share.
3. Approved the appointment of M/s. Mehta & Mehta, Practicing Company Secretaries as the Secretarial Auditor of the Company for a period of five years i.e. from FY 2025-26 to FY 2029-30, subject to approval of the Shareholders at the ensuing AGM.

Detailed information as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-I/P/CIR/2023/123 dated 13 July 2023 is enclosed as '**Annexure A**'.

4. Based on recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Shri. Veneet Nayar, Non-Independent Director, who is liable to retire by rotation, subject to approval of Shareholders and Securities and Exchange Board of India.

Detailed information as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-I/P/CIR/2023/123 dated 13 July 2023 is enclosed as '**Annexure B**'.

Annexure A

Reason for Change	Appointment of existing Secretarial auditor for a period of five years i.e. from FY 2025-26 to FY 2029-30 to align with the provisions of Regulation 24A of SEBI (LODR) Regulations, 2015 as amended by the SEBI (LODR) (Third Amendment) Regulations, 2024.
Date of Appointment	May 06, 2025.
Brief Profile	Mehta & Mehta is one of the leading corporate legal and secretarial services firms in India having more than 25+ years of experience. They provide a variety of corporate professional services under one roof. They have experienced and expert professionals specialized in legal and secretarial services for years. They are well-versed in corporate compliance and assist in corporate restructuring, providing secure legal solutions for their corporate clients.

Annexure B

Reason for Change	Re-appointment of Director retiring by rotation under the provisions of the Companies Act, 2013
Date of Appointment	May 06, 2025.
Brief Profile	<p>Shri. Veneet Nayar has a B. Tech in Mechanical Engineering from the College of Technology of G. B. Pant University of Agriculture and Technology and a Masters in Business Management from the XLRI- Xavier School of Management, Jamshedpur in India.</p> <p>He is the Founder Chairman of Sampark Foundation and former Vice Chairman and CEO of HCL Technologies and author of the highly acclaimed management bestseller, "Employees First, Customer Second: Turning Conventional Management Upside Down" (Harvard Business Press, June 2010).</p> <p>He was chosen by Fortune magazine for its first ever global Executive Dream Team, and also found a place on the elite Thinkers 50 List.</p> <p>He quit HCLT in 20'13 to focus on Sampark Foundation, which he co-founded with his wife Anupama Nayar, to catalyse 'large-scale transformation in primary education through frugal innovation'.</p> <p>He has served as a Senior Advisor to PWC India, HCL Technologies, ChrysCapital, McKinsey Leadership Institute and many Fortune 1000 companies. He was on the Advisory Board of the Millions Learning project led by the ex-Prime Minister of Australia, Julia Gitliard, and has served as Governor of ICT, member of the Global Advisory Board of Women Leaders and Gender Parity Program at the World Economic Forum and, as a mentor to multiple technology start-ups, he continues to follow his passion of turning conventional management wisdom, upside down.</p>
Disclosure of relationships between directors	He is not related to any other Director of NSE