General information about company		
Scrip code	541556	
NSE Symbol	RITES	
MSEI Symbol	NOTLISTED	
ISIN	INE320J01015	
Name of the entity	RITES 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 during the reporting period
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?	Yes	
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?	Yes	
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?	No	Not Applicable during the reporting period
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	

SCORE Registration ID	COMZ00332
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	Textual Information(1)
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	RAHUL MITHAL	AAFPM5051Q	07610499	Executive Director	Chairperson	CEO-MD	02-06-1967
2	Mr	ARUN KUMAR SINGH	ABZPS7783C	09747776	Executive Director	Not Applicable		16-02-1967
3	Mr	DEEPAK TRIPATHI	ABHPT5493N	10090267	Executive Director	Not Applicable		15-07-1968
4	Mr	KRISHNA GOPAL AGARWAL	ACLPA7389P	10239667	Executive Director	Not Applicable		22-03-1973
5	Mr	SANDEEP JAIN	ACEPJ9448F	09435375	Non-Executive - Nominee Director	Not Applicable		21-08-1968
6	Mr	SHAILENDRA SINGH	AFYPS6258M	07083410	Non-Executive - Nominee Director	Not Applicable		22-01-1966
7	Mr	LIKHA TOGU	AHWPT3190P	09470640	Non-Executive - Independent Director	Not Applicable		04-01-1974

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

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		07-10-2021				1	0	0	0			
2	NA		26-09-2022				1	0	1	0			
3	NA		27-03-2023				1	0	0	0			
4	NA		01-08-2023				1	0	3	0			
5	NA		17-12-2021				3	0	4	0			
6	NA		27-03-2024				1	0	2	2			
7	NA		21-01-2022	21-01-2022	13-01-2025	35.1	1	0	0	0	Tenure Completion		

Text Block	
Textual Information(1)	Pursuant to NSE Circular No. NSE/ CML/ 2023/ 31 dated April 10, 2023 certain changes in respect of date of re-appointment of Independent Directors and other directors have been made in the Corporate Governance Report for the quarter ended 31.03.2025 as compared from previous quarters.

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	07083410	SHAILENDRA SINGH	Non-Executive - Nominee Director	Chairperson	21-01-2025		Textual Information(1)
2	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	17-12-2024		
3	09747776	ARUN KUMAR SINGH	Executive Director	Member	01-03-2023		
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024	13-01-2025	Textual Information(2)

Sr Text Block	
Textual Information(1)	Shri Shailendra Singh (DIN: 07083410) was appointed as Chairperson of the Committee upon reconstitution of Committee w.e.f. 21.01.2025
Textual Information(2)	Shri Likha Togu (DIN: 09470640) ceased to be Chairperson of the Committee w.e.f. close of business hours on January 13, 2025 consequent to completion of tenure.

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	07083410	SHAILENDRA SINGH	Non-Executive - Nominee Director	Chairperson	28-05-2024		Textual Information(1)
2	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	17-12-2024		
3	10090267	DEEPAK TRIPATHI	Executive Director	Member	21-01-2025		Textual Information(2)
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024	13-01-2025	Textual Information(3)

Sr	Text Block
Textual Information(1)	Shri Shailendra Singh (DIN: 07083410) was appointed as member of the Committee w.e.f. 28.05.2024 and was re-designated as Chairperson upom upon reconstitution of Committee w.e.f. 21.01.2025.
Textual Information(2)	Dr Deepak Tripathi (DIN: 10090267) was appointed as member of the Committee upon reconstitution of Committee w.e.f. 21.01.2025.
Textual Information(3)	Shri Likha Togu (DIN: 09470640) ceased to be Chairperson of the Committee w.e.f. close of business hours on Januray 13, 2025 consequent to completion of tenure.

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	07083410	SHAILENDRA SINGH	Non-Executive - Nominee Director	Chairperson	21-01-2025		Textual Information(1)
2	10239667	KRISHNA GOPAL AGARWAL	Executive Director	Member	01-08-2023		
3	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	17-12-2021		
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024	13-01-2025	Textual Information(2)

Sr Text Block	
Textual Information(1)	Shri Shailendra Singh (DIN: 07083410) was appointed as Chairperson of the Committee upon reconstitution of Committee w.e.f. 21.01.2025.
Textual Information(2)	Shri Likha Togu (DIN: 09470640) ceased to be Chairperson of the Committee w.e.f. close of business hours on Januray 13, 2025 consequent to completion of tenure.

Risk Management Committee							
Whether the Risk Management 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	09747776	ARUN KUMAR SINGH	Executive Director	Chairperson	17-12-2024		
2	10239667	KRISHNA GOPAL AGARWAL	Executive Director	Member	01-08-2023		
3	09435375	SANDEEP JAIN	Non-Executive - Nominee Director	Member	21-01-2025		Textual Information(1)
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Member	31-01-2022	13-01-2025	Textual Information(2)

Sr Text Block	
Textual Information(1)	Shri Sandeep Jain (DIN: 09435375) was appointed as member of the Committee upon reconstitution of Committee w.e.f. 21.01.2025.
Textual Information(2)	Shri Likha Togu (DIN: 09470640) ceased to be member of the Committee w.e.f. close of business hours on Januray 13, 2025 consequent to completion of tenure.

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	07083410	SHAILENDRA SINGH	Non-Executive - Nominee Director	Chairperson	28-05-2024		Textual Information(1)
2	10090267	DEEPAK TRIPATHI	Executive Director	Member	01-08-2023		
3	10239667	KRISHNA GOPAL AGARWAL	Executive Director	Member	01-08-2023		
4	09470640	LIKHA TOGU	Non-Executive - Independent Director	Chairperson	17-12-2024	13-01-2025	Textual Information(2)

Sr	Text Block
Textual Information(1)	Shri Shailendra Singh (DIN: 07083410) was appointed as member of the Committee w.e.f. 28.05.2024 and was re-designated as Chairperson upon reconstitution of Committee w.e.f. 21.01.2025.
Textual Information(2)	Shri Likha Togu (DIN: 09470640) ceased to be Chairperson of the Committee w.e.f. close of business hours on Januray 13, 2025 consequent to completion of tenure.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	09747776	ARUN KUMAR SINGH	Project Investment Committee	Executive Director	Chairperson	
2	10090267	DEEPAK TRIPATHI	Project Investment Committee	Executive Director	Member	
3	10239667	KRISHNA GOPAL AGARWAL	Project Investment Committee	Executive Director	Member	Textual Information(1)
4	07083410	SHAILENDRA SINGH	Project Investment Committee	Non-Executive - Nominee Director	Member	Textual Information(2)

Other Committee Text Block	
Textual Information(1)	Shri Krishna Gopal Agarwal (DIN: 10239667) was appointed as member of the Committee upon reconstitution of Committee w.e.f. 21.01.2025.
Textual Information(2)	Shri Shailendra Singh (DIN: 07083410) ceased to be member of the Committee upon reconstitution of Committee w.e.f. 21.01.2025.

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	06-11-2024				Yes	9	9	3
2	26-12-2024		49		Yes	7	7	1
3		28-01-2025	32		Yes	6	5	0

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	06-11-2024				Yes	3	3	2	0
2	Audit Committee	26-12-2024	49			Yes	3	3	1	0
3	Audit Committee	28-01-2025	32			Yes	3	3	0	0
4	Nomination and remuneration committee	05-11-2024				Yes	3	3	2	0
5	Nomination and remuneration committee	27-01-2025	82			Yes	3	3	0	0
6	Stakeholders Relationship Committee	05-11-2024				Yes	4	4	2	0

Annexure 1

IV. Meeting of Committees

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)
7	Stakeholders Relationship Committee	27-01-2025	82			Yes	3	3	0	0
8	Corporate Social Responsibility Committee	05-11-2024				Yes	4	4	1	0
9	Corporate Social Responsibility Committee	27-01-2025	82			Yes	3	3	0	0
10	Risk Management Committee	03-10-2024				Yes	4	4	2	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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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)	No
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	Ashok Mishra
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		https://www.rites.com/AboutUs
1.2	Memorandum of Association and Articles of Association	Yes		https://www.rites.com/Upload/MediaGallery/PDF/3/MOA_and_AOA_final_combined_pdf-2025-Jan-10-16-10-43.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://rites.com/BoardOfDirector
2	Terms and conditions of appointment of independent directors	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Terms-App-Ind-Dir_pdf-2022-Sep-09-16-46-34.pdf
3	Composition of various committees of board of directors	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Reconstitution_of_the_Board_Committees210125_pdf-2025-Jan-22-12-23-8.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Disc-LODR-D_pdf-2022-Sep-09-10-40-42.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Whistle_Blower_Policy_pdf-2024-Nov-13-14-51-0.pdf

6	Criteria of making payments to non-executive directors	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Criteria-Making-Paymt-NE-Directors_pdf-2022-Sep-09-16-47-26.pdf
7	Policy on dealing with related party transactions	Yes		https://rites.com/Upload/MediaGallery/PDF/3/RPT_Revised_Policy_pdf-2023-Aug-22-14-22-56.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Disc-LODR-H_pdf-2022-Sep-09-10-42-28.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.rites.com/Upload/MediaGallery/PDF/3/Familiarisation_Programme_2024-25_pdf-2025-Apr-23-15-6-52.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://rites.com/Contact
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://rites.com/Contact?
12	Financial results	Yes		https://rites.com/FinancialStatements
13	Shareholding pattern	Yes		https://rites.com/ShareholdingPattern
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.	Yes		https://rites.com/PresentationAndTranscript
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	Yes		https://rites.com/PresentationAndTranscript
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://rites.com/NewsAndEvent?advertisement#Intimation2stock
18	Credit rating or revision in credit rating obtained	Yes		https://rites.com/Upload/MediaGallery/PDF/3/Letter_to_Stock_Exchange_for_Credit_Rating_pdf-2025-Apr-01-22-4-39.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://rites.com/Subsidiaries
20	Secretarial Compliance Report	Yes		https://rites.com/Secretarialcompliancereport
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.rites.com/Upload/MediaGallery/PDF/3/Updated_Policy-on-Materiality200224_pdf-2024-Feb-20-17-21-1.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.rites.com/Upload/MediaGallery/PDF/3/Project-Gati-Policy-on-Materiality1_pdf-2022-Sep-22-11-36-55.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.rites.com/NewsAndEvent

24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.rites.com/Upload/MediaGallery/PDF/3/Disc-LODR-W_pdf-2022-Sep-09-10-44-1.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.rites.com/AnnualReturn1
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.rites.com/Disclosures-Under-Regulation-46-LODR-2
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.rites.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)	No	The Appointment of Directors including Independent Directors on Board is beyond control of RITES Limited as Ministry of Railways, Government of India is the Competent Authority for making appointment of all the Directors.
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)	NA	
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)	No	Company does not have adequate number of Independent Directors and in this regard the Company has requested administrative Ministry.
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)	No	Company does not have adequate number of Independent Directors and in this regard the Company has requested administrative Ministry.
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)	No	Company does not have adequate number of Independent Directors and in this regard the Company has requested administrative Ministry.
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)	No	Company does not have adequate number of Independent Directors and in this regard the Company has requested administrative Ministry.
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
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)	Yes	
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)	No	During the Financial Year 2024-25 no separate meeting of Independent Directors was held due to inadequate number of Independent Directors.
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)	Yes	
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)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Ashok Mishra
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	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	Ashok Mishra
2	Designation	Company Secretary and Compliance Officer

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	Ashok Mishra
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	25-04-2025

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	1

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Additional commissioner, CGST, Rajasthan	SCN with demand was received on 27.11.24 and has been duly replied on 24.12.24. Adjudication order recevied on 21.02.2025. The tax demand of Rs 2.47 crore has been dropped and demand of Rs 48.09 lacs was received. An appeal will be filed against the order.	21-02-2025	ITC availed has been disallowed by department.	Tax Rs. 48.09 lacs, Penalty Rs. 4.80 lacs, interest as applicable
2	Joint commissioner, SGST, Uttar Pradesh	SCN with demand was received on 20.11.24 and has been duly replied on 03.12.24. Adjudication order was received on 06.02.2025 with the demand of Rs 0.98 crore plus interest and penalty. An appeal will be filed against the order.	06-02-2025	Difference in GSTR1 and 3 B and RCM liability	Tax Rs. 97.68 lacs, Penalty Rs. 9.76 lacs, interest as applicable
3	SUPERINTENDENT, CGST Orissa	SCN was received u/s 74 and reply submitted on 4.9.24. Adjudication order was recived	03-02-2025	ITC availed has been disallowed by department.	Tax Rs. 16.08 lacs, Penalty Rs. 16.08 lacs, interest as

		on 03.02.2025 with the demand of 0.16 Crore plus interest and penalty. An appeal will be filed against the order.			applicable
4	SUPERINTENDENT, CGST Orissa	SCN was received u/s 74 on 20.03.2025 with the demand of Rs 8.84 lacs tax plus interest and penalty. Reply is under process as on 31.03.2025.	20-03-2025	Difference in RCM liability as per portal and actual payment	Tax Rs. 8.84 lacs,Penalty Rs. 8.84 lacs, interest as applicable
5	Assistant Commissioner, SGST, Gujarat	Demand of GST related to Input Tax Credit	15-02-2025	ITC availed has been disallowed by department.	Tax Rs. 3.79 crore, interest Rs. 2.99 crore, penalty Rs. 3.79 crore,
6	Deputy Commisioner, SGST Maharashtra	Demand of GST related to Output GST and RCM	27-02-2025	Difference in GSTR1 and 3 B and RCM liability	NIL Tax, interest Rs. 24.38 lacs, penalty Rs. 3.16 lacs
7	Deputy Commisioner, SGST Maharashtra	Demand of GST related to RCM	20-03-2025	Difference in RCM liability as per portal and actual payment	Tax Rs.67.60 lacs, Interest Rs. 43.63 lacs, NIL penalty

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Additional commissioner, CGST, Rajasthan	21-02-2025	New order for demand is received	Appeal is under process against the order
2	Joint commissioner, SGST, Uttar Pradesh	06-02-2025	New order for demand is received	Appeal is under process against the order
3	SUPERINTENDENT, CGST Orissa	03-02-2025	New order for demand is received	Appeal is under process against the order
4	SUPERINTENDENT, CGST Orissa	20-03-2025	New order for demand is received	Reply is under process
5	Assistant Commissioner, SGST, Gujarat	15-02-2025	New order for demand is received	Appeal is under process against the order
6	Deputy Commisioner, SGST Maharashtra	27-02-2025	New order for demand is received	Appeal is under process against the order
7	Deputy Commisioner, SGST Maharashtra	20-03-2025	New order for demand is received	Adjudicating order is pending as on 31.03.2025