



Saurabh Basu

ACS, ACMA, MBA (Fin)
Practising Company Secretary
Insolvency Professional

S BASU & ASSOCIATES

Company Secretaries
Code No.- S2017WB456500
10/6/2 Raja Rammohan Roy Road,
3rd Floor, Kolkata - 700008

To,
Head of the Listing Department,
Calcutta Stock Exchange Limited,
7, Lyons Range, 4th Floor,
Kolkata - 700 001

We confirm that the company satisfies the following conditions as stipulated in the listing agreement, as given hereunder:

Sr. No	Requirements	Compliance												
i)	The Board of directors of the company has a composition of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors	Complied/ Not complied Total Board Members: 3 Executive Members: 1 Non-executive Members: 2												
	The names of the directors and their status	<table border="1"> <thead> <tr> <th data-bbox="853 1265 1061 1377">Name of the Director</th> <th data-bbox="1061 1265 1220 1377">Executive / Non Executive</th> <th data-bbox="1220 1265 1508 1377">Independent / Non Independent</th> </tr> </thead> <tbody> <tr> <td data-bbox="853 1400 1061 1489">RUCHIRA MOHAN</td> <td data-bbox="1061 1400 1220 1489">Non Executive</td> <td data-bbox="1220 1400 1508 1489">Non Independent</td> </tr> <tr> <td data-bbox="853 1512 1061 1601">MANAV JHUNJHUNW ALA</td> <td data-bbox="1061 1512 1220 1601">Executive</td> <td data-bbox="1220 1512 1508 1601">Non Independent</td> </tr> <tr> <td data-bbox="853 1624 1061 1668">SUMIT DAS</td> <td data-bbox="1061 1624 1220 1668">Non Executive</td> <td data-bbox="1220 1624 1508 1668">Non Independent</td> </tr> </tbody> </table>	Name of the Director	Executive / Non Executive	Independent / Non Independent	RUCHIRA MOHAN	Non Executive	Non Independent	MANAV JHUNJHUNW ALA	Executive	Non Independent	SUMIT DAS	Non Executive	Non Independent
Name of the Director	Executive / Non Executive	Independent / Non Independent												
RUCHIRA MOHAN	Non Executive	Non Independent												
MANAV JHUNJHUNW ALA	Executive	Non Independent												
SUMIT DAS	Non Executive	Non Independent												
	Where the Chairman of the Board non-executive director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent	Status of Chairman "Executive/ Non-executive/ Promoter"												



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<p>directors.</p> <p>Where the non-executive Chairman is a promoter of the company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board, at least one-half of the Board of the company shall consist of independent directors.</p>	<p>Independent members : 0(Zero)</p> <p>Non-independent members : 3 (Three)</p>
<p>The independent director as mentioned at sub-clause (ii) above, is the non-executive director who complies with the following:</p>	<p>There is no such Independent Director. Since the Paid -up Capital of the Company is Rs.24,00,000/- and Net Worth not exceeding Rs. 25 Crores as on 31.03.2024 .So, as per Reg.15 of SEBI(LODR) the Compliance of the Corporate Governance provision as specified in Regulation 17,17A,18,19,20,21,22,23,24,24A,25,26,27 and clauses (b) to (i) and (f) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V shall not apply.</p>
<p>apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director</p>	<p>Not Applicable</p>
<p>is not related to promoters or persons occupying management positions at the board level or at one level below the board</p>	<p>Not Applicable</p>
<p>has not been an executive of the company in the immediately preceding three financial years</p>	<p>Not Applicable</p>
<p>is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:</p> <p>i) the statutory audit firm or the internal audit firm that is associated with the company, and the legal firm(s) and consulting firm(s) that have a material association with the company</p>	<p>Not Applicable</p>



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is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director	Not Applicable
is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.	Not Applicable
is not less than 21 years of age.	Not Applicable

We also confirm that **none of the independent directors named below** would qualify within the definition of promoter / promoter group as given in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009: **Not Applicable**

Further, the company is in compliance with requirement of the Audit Committee the Shareholders / Investors Grievance Committee. The composition of the said committees is as under:

Composition of Audit Committee

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1	RUCHIRA MOHAN	Non Independent
2	MANAV JHUNJHUNWALA	Non Independent
3	SUMIT DAS	Non Independent

Composition of the Shareholders / Investors Grievance Committee

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1	RUCHIRA MOHAN	Non Independent
2	MANAV JHUNJHUNWALA	Non Independent
3	SUMIT DAS	Non Independent



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Since the Paid -up Capital of the Company is Rs.24,00,000/- and Net Worth not exceeding Rs. 25 Crores as on 31.03.2024 .So, as per Reg.15 of SEBI(LODR) the Compliance of the Corporate Governance provision as specified in Regulation 17,17A,18,19,20,21,22,23,24,24A,25,26,27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V shall not apply.

For S Basu & Associates
Company Secretaries
Firm Registration No : S2017WB456500

Place: Kolkata
Date: 11.02.2025


Saurabh Basu
Practising Company Secretary
ACS: 18686 ; C.P.: 14347
Peer Review No : 1017/2020
UDIN: A018686F003912213

Disclaimer

Our team of consultant, staffs and executives are under obligation not to disclose to third parties confidential information relating to our client. The report, letters, information and advice we provide to you during this engagement are given in confidence solely for the purpose of this engagement. Our liability is limited upto three times of the professional fees paid to us.