

**AGENDA
OF
171ST BOARD MEETING**

Date : January 28, 2025

Day : Tuesday

Time : 03:15 P.M. – 03:45 P.M. (IST)

**Venue : Unit No. 1901, 19th Floor, Tower-
B, World Trade Tower, Plot # C-1,
Sector-16, Noida–201301**

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ITEM: 1

ELECTION OF CHAIRMAN

Background

Since there is no Board appointed Chairman, as per Article 107(1), the directors present need to elect one of the Board members to act as Chairman of the meeting.

Action Required

The directors present shall elect one of the directors as the Chairman for the meeting.

ITEM: 2

LEAVE OF ABSENCE, IF ANY

[Background](#)

The directors who are unable to attend the meeting may request a leave of absence.

[Action Required](#)

The Board to grant leave of absence to directors who are unable to attend the meeting.

ITEM: 3

CONFIRMATION OF MINUTES

Background

As per the provisions of the Companies Act, 2013, minutes of the last Board and Committee Meetings are required to be placed before the Board for confirmation and noting, respectively. Also, resolutions passed by circulation are required to be noted by the Board

Proposal

In compliance with the above requirements, the following are enclosed for confirmation, signing and noting:

- i) Board meeting Minutes–October 28, 2024; and
- ii) Audit Committee meeting Minutes– October 28, 2024
- iii) Resolutions passed by circulation on January 01, 2025.

{File Names: Board & Committee Meetings-Minutes}

Action Required

The Board to:

- 1. confirm and sign the minutes of the Board Meeting held on October 28, 2024; and
- 2. note the minutes of the Audit Committee Meeting held on October 28, 2024;
- 3. take note of the resolutions passed by circulation on January 01, 2025.

ITEM: 4

NOTING OF RESIGNATION OF MR. MRIDUL GUPTA, DIRECTOR OF THE COMPANY

Background

The Board to note that Mr. Mridul Gupta resigned from the position of Director of the Company w.e.f. December 31, 2024.

{File Name: Resignation letter- Mr. Mridul Gupta}

Action Required

The Board is requested to take note of the same.

ITEM: 5**APPROVAL OF UN-AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED DECEMBER 31, 2024, AND RELATED MATTERS****Background**

As per the provisions of Regulation 52 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is required to submit its unaudited financial results for the quarter ended December 31, 2024, along with limited review report of Statutory Auditor thereon to the Stock Exchange.

Proposal

The Board is requested to approve the unaudited financial results of the Company for the quarter ended December 31, 2024, and a copy of un-audited financial results for the quarter ended December 31, 2024, will be placed before the board.

Further, Mr. Robin Joseph, Partner, M/s S.B. Billimoria & Co LLP, Chartered Accountants, Statutory Auditors of the Company, shall make a detailed presentation on the limited review of the financials at the meeting.

Recommendation

The said information has also been placed before the Audit Committee. The Committee will make suitable recommendations at its Meeting held earlier during the day.

Action Required

The Board is requested to pass, with or without modification, the following resolution unanimously:

“RESOLVED THAT the un-audited financial results of the Company for the quarter ended December 31, 2024, as placed before the Board, and recommended by the audit committee, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Abhijit Saukhyashil Sathe, Director of the Company, be and is hereby authorized to sign the un-audited financial results for the quarter ended December 31, 2024.

RESOLVED FURTHER THAT the un-audited financial results for the quarter ended December 31, 2024 along with the limited review report thereon be submitted to the Stock Exchange and the financial results be published in the Business Standard in accordance with Regulation 52 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Ms. Divya, Company Secretary of the Company, be and is hereby authorized to take all the necessary actions in this regard.”

ITEM: 6
CHANGE IN AUTHORISATION FOR INVESTMENT OF SURPLUS FUNDS OF THE COMPANY
Background & Proposal

There is a need to change the list of existing Principal Officer authorised for the investment of surplus funds of the Company due to change in organization structure.

Deletion 
Addition 

Sr. No.	Name of the Principal Officers	Operating Instruction
1	Mr. Vinay C. Sekar	Any two jointly
2	Mr. Pankaj Vasani	
3	Mr. Abhijit Saukhyashil Sathe	
4	Mr. Himanshu Luthra	
5	Mr. Om Prakash	
6	Mr. Saurabh Bansal	
7	Ms. Richa Gupta	
8	Mr. Mridul Gupta	

Action Required

The Board is requested to pass the following resolution with or without modification unanimously:

“RESOLVED THAT in supersession of earlier resolution passed by Board of Directors in its meeting held on 28th October, 2024 and pursuant to the provisions of Section 179 of the Companies Act, 2013 read with Rules made thereunder, the Company is hereby authorized to invest such surplus funds as may be available from time to time in one or more tranches in the following instruments, hereinafter referred collectively as “Permitted Instruments”, provided that overall investment shall not exceed a sum of Rs. 180 Crores at any point of time:

- Top 10 Indian scheduled banks (other than co-operative banks) for investing in their Fixed Deposits/Certificate of Deposits;
- Mutual Funds – Schemes that invest only in debt instruments viz. Overnight funds, Liquid funds, Ultra-short-Term funds, Money market funds and low duration funds selected basis the below criteria:
 - With atleast Rs. 5000 Cr Assets under Management
 - With minimum track record of 3 years
 - Which has invested more than 90 percent in Sovereign/AAA/A1+/Deposit with banks/Bill
 - With no exposure to equity market

RESOLVED FURTHER THAT the following officials of the Company be and are hereby appointed as the Principal Officers of the Company for this purpose:

Sr. No.	Name of the Principal Officers	Operating Instruction
1.	Mr. Vinay C. Sekar	Any two jointly
2.	Mr. Pankaj Vasani	
3.	Mr. Himanshu Luthra	
4.	Mr. Om Prakash	
5.	Mr. Saurabh Bansal	
6.	Mr. Abhijit Saukhyashil Sathe	
7.	Ms. Richa Gupta	

RESOLVED FURTHER THAT any two Principal Officers of the Company, be and are hereby jointly authorized to:

- execute sale, purchase, redeem, transfer, etc. of Permitted Instruments;
- decide and finalize the terms and conditions of the Permitted Investments to be made by the Company;
- sign and execute all documents, applications, deeds and papers as may be required; and
- do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby severally authorised to issue certified true copies of the aforesaid resolution.”

ITEM: 7**CHANGE IN AUTHORISATION FOR CORRESPONDENCE WITH NATIONAL HIGHWAYS AUTHORITY OF INDIA****Background & Proposal**

There is a need to change the designated authorized signatories for Corporate / NHAI Head Quarter Communications matters pertaining to the National Highways Authority of India due to the change in organizational structure.

Action Required

The Board is requested to pass the following resolution with or without modification unanimously:

“RESOLVED THAT in supersession of earlier resolution passed on December 25, 2023 in this regard, the approval of the Board be and is hereby given to change the designated authorized signatories for matters pertaining to the National Highways Authority of India (NHAI).

RESOLVED FURTHER THAT the following persons namely:

Sr. No.	Matter	Name of the official
1	Corporate / NHAI Head Quarter Communications	Mr. Bovin Kumar or Mr. Mukul Shastry or Mr. Pankaj Vasani or Mr. Abhijit Saukhyashil Sathe or Mr. Saurabh Bansal or Ms. Richa Gupta or Ms. Yogita Potaliya
2	Project Site Level Communications	Mr. Shreedhar Narayan or Mr. Mahendra Pal or Ms. Yogita Potaliya

and are hereby jointly and / or severally authorized to represent, communicate, sign/execute and submit all the necessary papers, letters, agreements and other documents to be submitted by the Company with NHAI and all the acts, deeds, things etc. done by the abovementioned persons shall be deemed to be conducted by and under authorization from the Company and Company shall be bound by that, until the same is withdrawn by giving written notice thereof.

RESOLVED FURTHER THAT any non-Independent director of the Company be and is hereby severally authorized to give effect to the above resolution including but not limited to - (i) issuing a certified true copy of the above passed resolution; and (ii) to do all such acts, deeds and cause such acts to be done for making all such necessary filings with the regulatory / statutory authorities, as may be required from time to time.”

ITEM: 8
CHANGE IN AUTHORIZATION FOR BANKING OPERATIONS
Background & Proposal

There is a need to change the signatories for the banking operations of the Company due to change in organization structure.

Deletion 
Addition 

Authorised Signatories	Limits
Group A 1. Mr. Vinay C Sekar 2. Mr. Pankaj Vasani 3. Mr. Abhijit Saukhyashil Sathe 4. Mr. Saurabh Bansal Group B 1. Ms. Richa Gupta 2. Mr. Om Prakash 3. Mr. Himanshu Luthra	Upto 1.50 Cr - Jointly by any two signatories Above 1.50 Cr - Jointly by any two signatories of which at least one signatory is from Group A

Action Required

The Board is requested to pass the following resolution(s) with or without modification unanimously:

“RESOLVED THAT in supersession of earlier resolution passed through circulation by the Board of Directors on January 01, 2025 in this regard, consent of the Board be and is hereby accorded to below Authorised Signatories to operate the following bank accounts of the Company maintained with HDFC Bank Limited (**“the Bank”**), in the manner set out below:

Authorisation Matrix-A

Bank Account No.	Nature of Bank Account	Authorised Signatories	Limits
05720310003942	Series A Debt Payment	Group A Mr. Vinay C Sekar Mr. Pankaj Vasani Mr. Abhijit Saukhyashil Sathe Mr. Saurabh Bansal Group B Mr. Om Prakash Mr. Himanshu Luthra Ms. Richa Gupta	➤ Upto 1.50 Cr - Jointly by any two signatories ➤ Above 1.50 Cr - Jointly by any two signatories of which at least one signatory is from Group A
05720310003849	Distribution		
57500000113121	Toll Collection (Toll Sites of the Company)		
05720310003925	MMR		
05720310003839	NHAI		
05720310003935	DSRA		
05720310003866	Series B Debt Payment		
05720310003503	Escrow Account		
57500000154095	Toll Collection (Toll Sites of the Company)		
05720310003918	MBEL HDFC Bank Cash Retention Account O & M Reserve		
05720310003812	O&M		

Authorisation Matrix-B

Bank Account No.	Nature of Bank Account	Authorised Signatories	Limits
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57500000154247	Site Account	Group A 1. Mr. Vinay C Sekar 2. Mr. Pankaj Vasani 3. Mr. Abhijit Saukhyashil Sathe 4. Mr. Saurabh Bansal Group B 1. Mr. Om Prakash 2. Mr. Himanshu Luthra 3. Ms. Richa Gupta Group - C Part I 1. Mr. Mahendra Pal Part-II 1. Mr. Devendra Sharma 2. Mr. Deepak Kulshrestha	➤ Upto 5 Lakhs - Under Group C, Part I signatory along with any one from Part II ➤ Upto 1.50 Cr – Jointly by any two signatories out of which at least one is from Group A ➤ Upto 99 Cr - Jointly by any two signatories i.e any one from Group A along with any one from Group B or jointly by any two from Group A
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Authorisation Matrix-C

Bank Accounts No.	Nature of Bank Account	Authorised Signatories	Limits
05720310003822	Statutory Dues Account	1. Mr. Abhijit Saukhyashil Sathe 2. Mr. Saurabh Bansal 3. Mr. Om Prakash 4. Mr. Himanshu Luthra	Up to any amount any one signatory
05720310003812	O&M	For non-Salary related payments Group A Mr. Vinay C Sekar Mr. Pankaj Vasani Mr. Abhijit Saukhyashil Sathe Mr. Saurabh Bansal Group B Mr. Om Prakash Mr. Himanshu Luthra Ms. Richa Gupta	➤ Upto 1.50 Cr – Jointly by any two signatories ➤ Above 1.50 Cr - Jointly by any two signatories of which at least one signatory is from Group A

Note: Approver for Corporate Internet Banking Transactions rights shall be the same as above signatories

RESOLVED FURTHER THAT the existing authorization issued by the Company in this regard stands revoked.

RESOLVED FURTHER THAT all the existing abovementioned accounts of the Company with the bank be linked through Corporate Internet Banking to the **Domain MAJEL** and API User shall be the user/initiator and Authorized Signatories as per the limits mentioned above shall act as the approvers.

RESOLVED FURTHER THAT the aforesaid bank be and is hereby authorised to accept all valid and legal instructions through the Corporate Internet Banking service jointly from the above-mentioned signatories in respect of the operation of the Company's bank accounts and that the Company does agree to hold the Bank harmless, and their interest protected on account of it executing such instructions by the above authorized signatories in the manner provided.

RESOLVED FURTHER THAT the following officials be and are hereby authorized to operate the Corporate Internet Banking (CIB) facility for current A/c no. 05720310003812 (O&M) maintained with the bank for making payments towards salaries in the manner specified below

Type of Payment	Name of the Official (User)	User Role	Email	Authorized Signatories (Checker)	Mode of authorization
Salary related payments with CIB Facility	Mr. Rajan Vishwakarma	Maker	rajan.vishwakarma@myndsol.com	Mr. Vinay C Sekar Mr. Pankaj Vasani Mr. Abhijit Saukhyashil Sathe Mr. Saurabh Bansal Mr. Himanshu Luthra	Jointly by any two signatories for any amount
	Mr. Pranay Nayak	Maker	pranay.nayak@myndsol.com		

RESOLVED FURTHER THAT the aforesaid Bank be and is hereby requested and instructed to honour all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments signed, drawn, accepted, made, endorsed or lodged for collection on behalf of the Company by and under the signatures of the authorised signatories and to act on any instructions so given relating to the operation of said Bank Account of the Company whether the same be overdrawn or not or relating to any transactions of the Company.

RESOLVED FURTHER THAT the aforesaid Authorised Signatories, be and are hereby severally authorized to sign and execute all such document(s) and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT the certified copy of the foregoing resolution be signed by any non-independent director or Company Secretary of the Company and be furnished to Bank and the Bank is requested to act thereon."

ITEM: 9

CHANGE THE AUTHORISED SIGNATORIES FOR DEALING WITH NATIONAL SECURITIES DEPOSITORIES LIMITED

Background & Proposal

There is a need to change the authorised signatories for dealing with National Securities Depositories Limited due to a change in organization structure.

Action Required

The Board is requested to pass the following resolution(s) with or without modification unanimously:

“RESOLVED THAT in supersession of earlier resolution passed by the Board of Directors in this regard, the consent of the board of directors be and is hereby accorded for authorising following official(s) jointly/severally to avail on behalf of the Company, any/all the services offered by NSDL through the issuer services portal and do all such acts and deeds necessary, so as to bind the company in relation to such facilities and to accept, sign, execute, deliver and complete all documentation or agreements or forms as are necessary for availing such services.

S No.	Name of officials	Designation
1.	Mr. Abhijit Saukhyashil Sathe	Non-Executive Director
2.	Mr. Saurabh Bansal	Non-Executive Director
3.	Ms. Divya	Company Secretary

Mode of operation		
Singly ✓	Jointly by any two	Severally

RESOLVED FURTHER THAT the aforesaid authorised officials may designate/ authorise/ appoint person(s) as authorised users to access the Issuer Services Portal of NSDL and to provide any details, information, document, and submit any request / instructions on Issuer Services Portal on behalf of the company.

RESOLVED FURTHER THAT the Company undertakes to be bound by the terms & conditions of Issuer Services Portal, bye laws and business rules of NSDL as may be amended from time to time.

RESOLVED FURTHER THAT any of the Director and Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution and a copy of the said resolution be submitted to the NSDL.”

ITEM: 10**CHANGE IN AUTHORISATION FOR GRANTING OF AUTHORITY TO SIGN AND EXECUTE DOCUMENTS WITH RESPECT TO HUMAN RESOURCE AND RELATED MATTERS****Background and Status**

Due to change in organisation structure, there is a need to change the authorization with respect to human resource, administration and corporate communications related matters.

At present, any Non-Independent Director, Mr. Vinay C Sekar, Mr. Pankaj Vasani, and Mr. Rahul Shankar, authorised signatories, are severally authorised to sign and execute all necessary documents. It is proposed to add Ms. Richa Gupta in the existing list of authorised signatories.

Action Required

The Board is requested to pass, with or without modification, the following resolution:

“RESOLVED THAT in supersession of earlier resolution passed by the board of directors of the company in its meeting held on February 05, 2024 in this regard, any Non-Independent Director, Mr. Vinay C Sekar, Mr. Pankaj Vasani, Ms. Richa Gupta and Mr. Rahul Shankar, authorised signatories, be and are hereby severally authorised to sign and execute all necessary documents, agreements, undertakings, affidavits, correspondences in relation to corporate communications, administration, human resource related activities of the Company including but not limited to signing of appointment letter, offer letter, increment letter, appraisal letter, confirmation letter, experience letter, relieving letter, etc and all other ancillary documents.

RESOLVED FURTHER THAT any director and Company Secretary of the Company, be and are hereby severally authorized to do all such other acts, deeds, matters and things which are necessary or incidental or consequential for giving effect to the above resolution.”

ITEM: 11**CHANGE IN AUTHORISATION FOR ENTERING INTO AGREEMENTS FOR PROCUREMENT OF VARIOUS GOODS AND SERVICES****Background and Status**

In order to facilitate operational convenience, it is proposed to authorise Ms. Richa Gupta, in the existing list of Authorized Signatories to enter and execute various business-related agreements for procurement of various goods and services for its day-to day operations.

Action Required

The Board is requested to pass, with or without modification, the following resolution unanimously:

“RESOLVED THAT in supersession of the earlier Board Resolution passed by the Board on May 20, 2024 in relation to the approval of the Delegation of Authority (DOA) matrix, the consent of the Board of Directors of the Company, be and is hereby accorded to enter into and execute, with any party or person, all work orders, services orders, purchase orders, agreements, engagement letters and contracts (including addendums) as may be necessary or required on behalf of the Company, for procurement of various goods and services including and not limited to:

- a. obtaining professional and technical services from lawyers, chartered accountants, company secretaries, due diligence specialists (including traffic, technical and financial due diligence experts), valuers, etc.
- b. leasing of commercial space, furniture and fixtures, procurement of office supplies, IT software/spares, organising events, boarding and lodging services, employee welfare including car leasing, etc.

RESOLVED FURTHER THAT any Director, Mr. Vinay C Sekar, Mr. Pankaj Vasani, Ms. Richa Gupta and Ms. Yogita Potaliya, Authorized Signatories of the Company, be and are hereby severally authorized to enter into and execute all such documents, deeds, agreements (including addendums) subject to necessary approvals already in place as per DOA approved by the board from time to time and to do all such other acts, deeds, matters and things which are necessary, incidental, or consequential for giving effect to the above resolution.”

ITEM: 12**CHANGE IN AUTHORISATION TO FILE E-FORMS AND RETURNS WITH THE STATUTORY AUTHORITIES****Background and Status**

In order to facilitate operational convenience, it is proposed to add Ms. Richa Gupta, in the existing list of Authorised Signatories of the Company for and on behalf of the Company to comply with the provisions of the Companies Act, 2013 and to do the necessary filing with the ROC, and any other authority regulated by MCA within the time limit prescribed under the applicable provisions of the Act.

Action Required

The Board is requested to pass, with or without modification, the following resolution unanimously:

“RESOLVED THAT in supersession of earlier resolution passed by the Board of Directors in its meeting held on January 16, 2023 in this regard, any Director, Company Secretary or Ms. Richa Gupta, Authorised Signatory of the Company, be and are hereby severally authorised for and on behalf of the Company to sign, file and submit necessary/statutory forms, returns and other documents to be submitted to the Office of the Registrar of Companies, Ministry of Corporate Affairs, and with all other statutory/regulatory/ Government authority under the Companies Act, 2013 and also to represent the Company before the said authorities concerning any legal and/or secretarial matter.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company, be and are hereby severally authorised to do all such acts deeds and things not limited to issue and circulate notices, agenda, along with relevant documents of the meeting to the Board and to, circulate draft and signed minutes as per applicable Secretarial Standard-1 and to undertake all such other action as may be approved by the Board of Directors and other things as may be necessary or incidental in this regard.”

ITEM: 13

CHANGE IN AUTHORISATION TO REPRESENT BEFORE POLLUTION CONTROL BOARD AND GROUND WATER AUTHORITIES

Background and Status

In order to facilitate operational convenience, it is proposed to authorize any Director, Mr. Mahendra Pal, Project Head, Mr. Ashok Kumar Sharma, Ms. Sippy Narendar Kumar, Mr. Pankaj Vasani and Ms. Richa Gupta hereinafter referred to as Authorised Signatories to represent the Company before the Pollution Control Board and Ground Water Authorities.

Action Required

The Board is requested to pass, with or without modification, the following resolution unanimously:

“RESOLVED THAT the consent of the Board be and is hereby accorded to severally authorize any Director, Mr. Mahendra Pal - Project Head, Mr. Ashok Kumar Sharma, Ms. Sippy Narendar Kumar, Mr. Pankaj Vasani and Ms. Richa Gupta, Authorised Signatories, to:

- a. apply for and obtain on behalf of the Company all necessary approvals, registrations, permissions, licenses, connections with Central Pollution Control Board/State Pollution Control Board, Central Ground Water Authority/ State Ground Water Authority and other similar departments/authorities;
- b. sign, execute, verify and file applications, affidavits, vakalatnamas, memorandums and representations, reports, undertakings and such other documents and do such other appropriate action in relation to the matters mentioned above as may be required from time to time;
- c. authorize payment of any sum due to government authorities including fines and penalties and any other appropriate action required generally to be done or cause to be done in the matters mentioned above;
- d. engage Consultants/Advocates on behalf of the Company for any or all the aforesaid purposes by signing appropriate documents such as engagement letters, etc in this regard.

RESOLVED FURTHER THAT to delegate any or all of the aforesaid powers for aforementioned matters to Consultants/Advocates from time to time / on a case-to-case basis, by way of issuance of Letter of Authorization as and when necessary.

RESOLVED FURTHER THAT any of the Director and /or Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of this resolution.”

ITEM:14**TAKE NOTE OF:****A. Statement of Investor Complaints under regulation 13 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31, 2024****Background**

In terms of Regulation 13 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity is required to file with the recognized stock exchange(s) on a quarterly basis, within thirty days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter. This statement is required to be placed before the Board of Directors of the listed entity, on a quarterly basis.

Proposal

The Company has submitted the statement of Investor Complaints for the quarter ended December 31, 2024, with the Stock Exchange, a copy attached herewith.

{File name: Statement of Investor Grievance Q3}

Action Required

The Board is requested to take note of the same.

B. Compliance Certificate for the quarter ended December 31, 2024**Background**

As per the provisions of section 205 of the Companies Act, 2013 the Company Secretary needs to report to the Board about compliance with the Act and any other applicable laws to the Company. Accordingly, a compliance certificate along with the exceptions, if any, is required to be presented at the board meeting for information and review of the board members.

Status

In line with the above, the Compliance Certificate for the period October 01, 2024, to December 31, 2024, is enclosed herewith.

{File name: Compliance Certificate Q3}

Action Required

The Board is requested to review and take note of the same.

ITEM: 15

ANY OTHER ITEM

The Board may take up any other matter with the permission of the Chairman.