



# Rinkesh Gala & Associates

## Practicing Company Secretaries

### Secretarial Compliance Report of Kridhan Infra Limited For the financial year ended March 31, 2024

To  
**Kridhan Infra Limited**  
203, Joshi Chambers, Ahmedabad Street,  
Carnac Bunder, Masjid (East),  
Mumbai 400, 009

We, **Rinkesh Gala & Associates**, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Kridhan Infra Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("**Listing Regulations**")
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (**Not applicable to the Company during the Audit Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable to the Company during the Audit Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the Audit Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the Audit Period**);



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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable to the Company;

and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters as specified in 'Annexure-A'

(b) The listed entity has taken the following actions to comply with the observations made in previous reports as specified in 'Annexure-B'

Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	No	As per Annexure-A
2.	<b>Adoption and timely updation of the Policies:</b> a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities b) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	-
3.	<b>Maintenance and disclosures on Website:</b> a) The Listed entity is maintaining a functional website	Yes	-
	b) Timely dissemination of the documents/ information under a separate section on the website	Yes	-



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	c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website	Yes	-
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries	No	As per Annexure – A
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading)	Yes	-



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	Regulations, 2015.		
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NA	-
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	NA	-

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

for **Rinkesh Gala & Associates**  
Practicing Company Secretaries

RINKESH  
RASHIKLA  
L GALA

**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486F000496522**

Place: Mumbai  
Date: May 30, 2024

Annexure-A										
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Reg, 2015	Reg. 6	Not appointed CS and CO within time	BSE & NSE	Fine	Not appointed within time in the absence of Resignation of Priyank Jain as CS and CO on 23.03.23	99000+Tax (computed till quarter ended March 2024) (NSE and BSE each)	The Company appointed Hemant Agarwal as CS and CO w.e.f. 08.01.24 to fill casual vacancy caused due to resignation of Priyank Jain as CS and CO on 23.03.23. It was required to appointed within 6 month as per Companies Act and within 3 months w.e.f. 15.7.2023 (as per SEBI LODR amendment made w.e.f 15.7.2023	Due to ongoing financial stress, the company is not able to find the suitable candidates and appointed on 08.01.23	Fine paid and Complied
2	SEBI (LODR) Reg, 2015	Reg. 26A	Not appointed CFO within time	-	-	Not appointed within time in the absence of Resignation of Rajeshree Mishra as CFO on 22.06.22	-	The Company appointed Bhavesh Nagda as CFO w.e.f. 13.02.24 to fill casual vacancy caused due to resignation of Rajeshree Mishra as CFO on 22.06.22. It was required to appointed within 6 month as per Companies Act and within 3 months w.e.f. 15.7.2023 (as per SEBI LODR amendment made w.e.f 15.7.2023	Due to ongoing financial stress, the company is not able to find the suitable candidates and appointed on 13.02.24	Complied
3	SEBI (LODR) Reg, 2015	Reg. 26A	Not appointed within time	-	-	Not appointed within time in the absence of Resignation of Rishiraj as Executive director on May 08, 2023.		The Company appointed Gautam Joginderlal Suri as Managing director w.e.f. 13.02.24 to fill casual vacancy caused due to resignation of Rishiraj as whole-time Director on May 8, 2023. It was required to appointed within 6 month as per Companies Act and within 3 months w.e.f. 15.7.2023 (as per SEBI LODR amendment made w.e.f 15.7.2023	Due to ongoing financial stress, the company is not able to find the suitable candidates and appointed on 13.02.24.	Complied
4	SEBI (LODR) Reg, 2015	Reg. 17(1A)	The Company has failed to mention the details of attaining the age of 75 years criteria in the resolution or in the explanatory statement of Notice of AGM, while considering appointment of Independent Director.	BSE & NSE	Fine	The Company has failed to mention the details of attaining the age of 75 years criteria in the resolution or in the explanatory statement for the appointment of Mr. Mahesh Garg in the AGM held on September 30, 2019.	166000+Tax. Totalling to 195880. (computed till quarter ended December 2023)	The Company has failed to mention the details of attaining the age of 75 years criteria in the resolution or in the explanatory statement for the appointment of Mr. Mahesh Garg in the AGM held on September 30, 2019.	The Company duly passed a special resolution in the meeting held on September 30, 2019 and overlooked to mention the details of the age criteria. Further, Mr. Mahesh Garg resigned immediately from the position of Independent Director.	Fine paid and complied
5	SEBI (LODR) Reg, 2015	Reg. 23(9)	The Company has not made disclosure of RPT within the timeframe for the year ended March 31, 2023	NSE	Fine	The Company has not made disclosure of RPT within the timeframe for the year ended March 31, 2023	10000+Tax(1800) less TDS 1000 which totals to 10800	The Company has made disclosure of RPT on June 01, 2023 instead of May 30, 2023.	The Company has delayed in making disclosure of RPT and paid the fine amount for the same.	Fine paid & complied
6	SEBI (LODR) Reg, 2015	Reg. 23(9)	The Company has not made disclosure of RPT within the timeframe for the year ended March 31, 2023	BSE	Fine	The Company has not made disclosure of RPT within the timeframe for the year ended March 31, 2023	15000+ TAX 2700 1500 amounting to 17700	The Company has made disclosure of RPT on June 02, 2023 instead of May 30, 2023.	The Company has delayed in making disclosure of RPT and paid the fine amount for the same.	Fine paid & complied

7	SEBI (LODR) Reg, 2015	Reg. 30	The Company concluded its board meeting on 11.11.2023 at 6:00 p.m for adoption of accounts for the Quarter end half year ended September 30, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 7:04 p.m.	BSE	-	The Company concluded its board meeting on 11.11.2023 at 6:00 p.m for adoption of accounts for the Quarter end half year ended September 30, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 7:04 p.m.	-	The Company concluded its board meeting on 11.11.2023 at 6:00 p.m for adoption of accounts for the Quarter end half year ended September 30, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 7:04 p.m.	The delay happened due to network issues faced while uploading results.  The Management gives assurance that the company will comply with all the provisions timely in future	-
8	SEBI (LODR) Reg, 2015	Reg. 30	The Company concluded its board meeting on 30.05.23 at 10:00 p.m for adoption of accounts year ended March 31, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 11:56:59 p.m.	BSE	-	The Company concluded its board meeting on 30.05.23 at 10:00 p.m for adoption of accounts year ended March 31, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 11:56:59 p.m.	-	The Company concluded its board meeting on 30.05.23 at 10:00 p.m for adoption of accounts year ended March 31, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 11:56:59 p.m. Same outcome was again published on the exchange June 01, 2023 at 3:51:58 p.m	The delay happened due to server issues faced while uploading results.  The Management gives assurance that the company will comply with all the provisions timely in future	-
9	SEBI (LODR) Reg, 2015	Reg 30	The Company concluded its board meeting on 30.05.2023 at 10:00 p.m for adoption of accounts for the year ended March 31, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 12:01:56 a.m.	NSE	-	The Company concluded its board meeting on 30.05.2023 at 10:00 p.m for adoption of accounts for the year ended March 31, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 12:01:55 a.m.	-	The Company concluded its board meeting on 30.05.2023 at 10:00 p.m for adoption of accounts for the year ended March 31, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 12:01:55 a.m.	The delay happened due to server issues faced while uploading results.  The Management gives assurance that the company will comply with all the provisions timely in future	-
10	SEBI (LODR) Reg, 2015	Reg 30	The Company concluded its board meeting on 14.08.2023 at 6:45 p.m for adoption of accounts for Quarter 2 and half year ended September 30, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 7:22:09 p.m	NSE	-	The Company concluded its board meeting on 14.08.2023 at 6:45 p.m for adoption of accounts for Quarter 2 and half year ended September 30, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 7:22:09 p.m	-	The Company concluded its board meeting on 14.08.2023 at 6:45 p.m for adoption of accounts for Quarter 2 and half year ended September 30, 2023 and it was required to submit to the exchange within 30 minutes however, the Company submitted the same at 7:22:09 p.m	The delay happened due to network issues faced while uploading results.  The Management gives assurance that the company will comply with all the provisions timely in future	-
11	SEBI (LODR) Reg, 2015	Reg. 33	The Company is required to adopt Standalone and Consolidated results on quarterly basis.	-	-	The Company has 2 subsidiaries named 'Readymade Steel Singapore Pte. Limited' (RSSPL) and 'Kridhan Infra Solutions Private Limited' (WOS), and 1 associate company named 'Vijay Nirman Company Private Limited', and at the time of consolidation for Quarter 4 and year ended March 31, 2023, the company has not taken into consideration the results of RSSPL.	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited, and at the time of consolidation for Quarter 4 and year ended March 31, 2023, the company has not taken into consideration the results of RSSPL.	The subsidiary Company at Singapore viz. Readymade Steel Singapore Pte. Ltd., is under liquidation process. Hence, due to non-availability of the figures for Quarter 4 and year ended March 31, 2023, the same have not been considered for the purpose of the consolidated financials.	-

12	SEBI (LODR) Reg, 2015	Reg. 33	The Company is required to adopt Standalone and Consolidated results on quarterly basis.	-	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited (VNCPL) , and at the time of consolidation for Quarter 1 ended June 30, 2023, the company has not taken into consideration the results of RSSPL and VNCPL.	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited (VNCPL) , and at the time of consolidation for Quarter 1 ended June 30, 2023, the company has not taken into consideration the results of RSSPL and VNCPL.	The subsidiary Company at Singapore viz. Readymade Steel Singapore Pte. Ltd., is under liquidation process. The Associate company Vijay Nirman Company Private Limited did not share the financial details for the consolidation purpose and hence, due to non-availability of the figures for for Quarter 1 ended June 30, 2023, the same have not been considered for the purpose of the consolidated financials.	-
13	SEBI (LODR) Reg, 2015	Reg. 33	The Company is required to adopt Standalone and Consolidated results on quarterly basis.	-	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited, and at the time of consolidation for Quarter 2 and half year ended September 30, 2023, the company has not taken into consideration the results of RSSPL and VNCPL.	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited, and at the time of consolidation for Quarter 2 and half year ended September 30, 2023, the company has not taken into consideration the results of RSSPL and VNCPL.	The subsidiary Company at Singapore viz. Readymade Steel Singapore Pte. Ltd., is under liquidation process. The Associate company Vijay Nirman Company Private Limited did not share the financial details for the consolidation purpose and hence, due to non-availability of the figures for for Quarter 2 ended September 30, 2023, the same have not been considered for the purpose of the consolidated financials.	-
14	SEBI (LODR) Reg, 2015	Reg. 33	The Company is required to adopt Standalone and Consolidated results on quarterly basis.	-	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited, and at the time of consolidation for Quarter 3 and nine months ended December 31, 2023, the company has not taken into consideration the results of RSSPL.	-	The Company has 2 subsidiaries named Readymade Steel Singapore Pte. Limited (RSSPL) and Kridhan Infra Solutions Private Limited (WOS), and 1 associate company named Vijay Nirman Company Private Limited, and at the time of consolidation for Quarter 3 and nine months ended December 31, 2023, the company has not taken into consideration the results of RSSPL.	The subsidiary Company at Singapore viz. Readymade Steel Singapore Pte. Ltd., is under liquidation process. Hence, due to non-availability of the figures for Quarter 3 and nine months ended December 31, 2023, the same have not been considered for the purpose of the consolidated financials.	-
15	Companies Act, 2013 & Secretarial Standard - II	Section 101	The Company is required to issue a 21 clear days notice to the shareholders prior to the of General Meeting.	-	-	The Company has given 20 clear days notice to shareholders prior to the date of Genral Meeting instead of 21 clear days notice.	-	The Company has given 20 clear days notice to shareholders prior to the date of Genral Meeting instead of 21 clear days notice.	The Company miscalculated the number of days for the prior notice to be served to the shareholders due to which the Company sent the notice on September 09, 2023 instead of September 08, 2023. However, the Company approved its Notice in the Board Meeting held on 07.09.2023	-

16	SEBI (LODR) Reg, 2015	The Company is required to disclose to the exchange within 7 working days from the quarter end regarding the defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities.	-	-	The Company failed to disclose to the exchange within 7 working days from the quarter end regarding the defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities for Q1, Q2 and Q3 for the financial year 2023-24.	-	The Company failed to disclose to the exchange within 7 working days from the quarter end regarding the defaults on payment of interest/ repayment of principal amount on loans from banks / financial institutions and unlisted debt securities Q1, Q2 and Q3 for the financial year 2023-24.	Due to absence of Whole Compay Secretary, it was missed by the Company to file, even though there was no change in the default amount of previous letter filed for the Q4 of FY 2022-23.	-
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## Annexure-B

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Reg, 2015	Reg. 30	Non Submission of Outcome of Board Meeting in which Financial Results were approved	N.A	N.A	The Company His required to submit to Exchange outcome of Board meeting in which financial results were approved within 30 minutes from the conclusion of the Board Meeting	NIL	The Company has not submitted the outcome of Board Meeting wherein financial results for the quarter ended 31st March, 2022, 30th June, 2022 and 30th September, 2022 were approved. However financial results of respective quarters were submitted under Regulation 33	The delay happened due to some technical reasons while uploading results and UDIN generation of Auditors.  The Management gives assurance that the company will comply with all the provisions timely in future	Nil
2	SEBI (LODR) Reg, 2015	Circular No.: DCS/CO MP/28/2016-17 dated 30th March, 2017	Submission of Financial Results in XBRL mode	N.A	N.A	The Company was required to submit financial results for the quarter ended 30th June, 2022 in XBRL mode within 24 hours from the conclusion of the Board Meeting	NIL	Financial results for the quarter ended 30th June, 2022 in XBRL mode was required to be submitted on 14-08-2022, but were actually submitted on 16-08-2022	Due to the technical glitch on 14th August and national holiday on 15th August, hence there is a delay of one day.  The Management gives assurance that the company will comply with all the provisions timely in future.	Nil
3	SEBI (LODR) Reg, 2015	Reg. 47(1)(b) read with 47(3)	Submission of copy of newspaper publication of the financial results	N.A	N.A	The Company is required to submit newspaper publication of the financial results with 48 hours from the conclusion of the Board Meeting	Nil	The Company has not submitted copy of the newspaper publication of the financial results to the Exchange for all the four quarters of the F.Y. 2022-23	Due to non - awareness company did not submitted copy of the newspaper publication of the financial results to Exchange for all the four quarters of the F.Y. 2022-23. The Management gives assurance that the company will comply with all the provisions timely in future.	Nil
4	SEBI (LODR) Reg, 2015	Reg. 34	Submission of Annual Report to Exchange	N.A	N.A	The Company is required to submit the Annual Report to Exchange not later than the day of commencement of dispatch to shareholders	Nil	The Company has submitted Annual Report for the financial year ended 31st March, 2022 to the Exchange with a delay by 1 day	The delay happened due to some technical Glitch while uploading Annual report The Management gives assurance that the company will comply with all the provisions timely in future.	Nil
5	SEBI (LODR) Reg, 2015	Reg. 30	Submission of outcome/proceedings of Annual general meeting	N.A	N.A	The Company is required to submit the Outcome/ proceedings of Annual General Meeting within 24 hours from the conclusion of the meeting	Nil	The Company has submitted Outcome / Proceedings of Annual General Meeting held on 30th September, 2022 with a delay by 6 days	The delay happened due to some technical Glitch while uploading Outcome/ proceedings of Annual General Meeting The Management gives assurance that the company will comply with all the provisions timely in future	Nil

6	SEBI (LODR) Reg, 2015	Reg. 44	Submission of voting results of the AGM	BSE and NSE	Fine	The Company is required to submit Voting Results of the Annual General Meeting within 2 working days of conclusion of the meeting	Rs. 11800(BSE) 11800(NSE)	Voting Results of the Annual General Meeting held on 30th September, 2022, were submitted with a delay of 5 days	The delay happened due to some technical Glitch while uploading Submission of Voting Results of AGM  The Management gives assurance that the company will comply with all the provisions timely in future	Nil
7	SEBI (LODR) Reg, 2015	Reg. 30	Disclosure of events- Appointment of director	N.A	N.A	The Company is required to submit Disclosure of Event within 24 hours of conclusion of the Board meeting	Nil	The Company has submitted Disclosure of Event of Board Meeting held on 29-09-2022 containing Disclosure of event Appointment of Director with a delay of 3 days	The delay happened due to some technical Glitch while uploading Disclosure of events - Appointment of Director The Management gives assurance that the company will comply with all the provisions timely in future	Nil