Annexure 12A

July 12, 2023

It is hereby certified that the draft Scheme of Arrangement amongst Dhani Services Limited (**"Amalgamating Company 1"**), Indiabulls Enterprises Limited (**"Amalgamating Company 2"**), Savren Medicare Limited (**"Amalgamating Company 3"**), Auxesia Soft Solutions Limited (**"Amalgamating Company 4"**), Gyansagar Buildtech Limited (**"Amalgamating Company 5"**), Pushpanjli Finsolutions Limited (**"Amalgamating Company 6"**), Devata Tradelink Limited (**"Amalgamating Company 7"**), Evinos Developers Limited (**"Amalgamating Company 8"**), Milky Way Buildcon Limited (**"Amalgamating Company 9"**), Indiabulls Consumer Products Limited (**"Amalgamating Company 10"**), Indiabulls Infra Resources Limited (**"Amalgamating Company 11"**), Jwala Technology Systems Private Limited (**"Amalgamating Company 12"**), Mabon Properties Limited (**"Amalgamating Company 13"**), YDI Consumer India Limited (**"Amalgamating Company 14"**), Indiabulls General Insurance Limited (**"Amalgamating Company 15"**), Indiabulls Life Insurance Company Limited (**"Amalgamating Company 16"**), Juventus Estate Limited (**"Amalgamating Company 17"**), India Land Hotels Mumbai Private Limited (**"Demerged Company"**), Indiabulls Pharmacare Limited (**"Resulting Company 1"**) and Yaari Digital Integrated Services Limited (**"Amalgamated Company" / "Resulting Company 2"**) and their respective shareholders and creditors (**"Scheme"**), in terms of the provisions of section(s) 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**"LODR Regulations"**) and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time (**"SEBI Circular"**), including the following:

Sr. No.	Reference	Particulars	Compliance Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied. Corporate Governance Report for the quarter ended March 31, 2023 is attached herewith.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. The Company and the Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s).
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied. All the prescribed documents under Part (I)(A)(2) (a)-(k) of the SEBI Circular are being submitted, in addition to this Compliance Report under Part (I)(A)(2)(h) of the SEBI Circular.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied. The valuation reports dated June 27, 2023 issued by Akhil Bhalla, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. – IBBI/RV/14/2019/11684, are being submitted. Please refer Annexures as mentioned in the cover letter of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. The certificate dated June 27, 2023 from statutory auditors, Sharp & Tannan Associates, Chartered Accountants is being submitted. Please refer Annexure as mentioned in the cover letter of this application.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Yes, we will comply with this provision.

Ram Mehar
Company Secretary

Divyesh B. Shah
Whole-time Director & CEO

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Dhani Services Limited, Indiabulls Enterprises Limited, Savren Medicare Limited, Auxesia Soft Solutions Limited, Gyansagar Buildtech Limited, Pushpanjli Finsolutions Limited, Devata Tradelink Limited, Evinos Developers Limited, Milky Way Buildcon Limited, Indiabulls Consumer Products Limited, Indiabulls Infra Resources Limited, Jwala Technology Systems Private Limited, Mabon Properties Limited, YDI Consumer India Limited, Indiabulls General Insurance Limited, Indiabulls Life Insurance Company Limited, Juventus Estate Limited, India Land Hotels Mumbai Private Limited, Indiabulls Pharmacare Limited and Yaari Digital Integrated Services Limited are in compliance with all the Accounting Standards applicable to a listed entity.

DHANI SERVICES LIMITED

Rajeev Lochan Agrawal
Chief Financial Officer

DHANI SERVICES LIMITED

Divyesh B. Shah
Whole-time Director & CEO

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Dhani Services Limited
2. Quarter ending: March 31, 2023

Annexure I

I. Composition of Board of Directors

Title (Mr. /Ms)	Name of the Director	PAN$ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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)	Whether the director is disqualified?
Mr.	Sameer Gehlaut	AFMPG9469E & 00060783	Non-Executive Chairman#	28/08/2017	-	NA	NA	03/03/1974	1 (One)	Nil	Nil	Nil	No
Mr.	Divyesh Bharatkumar Shah	AFAPD0331A & 00010933	Executive Director, CEO## & COO	09/03/2005	-	NA	NA	13/10/1970	1 (One)	Nil	1 (One)	Nil	No
Mr.	Pinank Jayant Shah	AHLPS0583N & 07859798	Executive Director	28/08/2017	NA	01/01/2023	NA	25/08/1979	NA	NA	NA	NA	NA
Mr.	Sandeep Narhar Kadam	BFOPK3031F & 09343578	Non-Executive Director	07/10/2021	NA	01/01/2023	NA	09/10/1981	NA	NA	NA	NA	NA
Dr.	Narendra Damodar Jadhav	AEVPJ8190F & 02435444	Non-Executive /Independent Director	23/08/2020	23/08/2020	NA	31.09 (months)	28/05/1953	3 (Three)	3 (Three)	8 (Eight)	3 (Three)	No
Ms.	Swati Jain	AGRPJ1947N & 09784228	Non-Executive /Independent Director	11/11/2022	11/11/2022	NA	4.21 (months)	07/01/1986	1(One)	1 (One)	3 (Three)	2 (Two)	No
Mr.	Aishwarya Katoch	ADAPK4434D &00557488	Non-Executive /Independent Director	01/01/2023	01/01/2023	NA	3.00 (months)	16/01/1970	2 (two)	2 (two)	3 (Three)	1(One)	No

5297

Mr.	Amit Ajit Gandhi	AEOPG1636E & 07606699	Non-Executive Director	01/01/2023	-	NA	NA	02/06/1976	1(One)	NIL	1(One)	NIL	No
Whether Regular chairperson appointed – **Yes**													
Whether Chairperson is related to managing director or CEO –No													

$PAN number of any director would not be displayed on the website of Stock Exchange
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.
# W.e.f March 31, 2023, Mr Sameer Gehlaut has moved to the role of Non-Executive Chairman of the Company.
W.e.f March 31, 2023, Mr. Divyesh B. Shah has been appointed as Chief Executive Officer of the Company.

II. Composition of Committees

Name of Committee	**Whether Regular chairperson appointed**	**Name of Committee members**	**Category (Chairperson/Executive/ Non-Executive/independent/Nominee)$**	**Date of Appointment**	**Date of Cessation**
1. Audit Committee	Yes	Dr. Narendra Damodar Jadhav	Chairman of the Committee (Non-Executive – Independent Director)	28/08/2020	-
		Ms. Swati Jain	Member of the Committee (Non-Executive – Independent Director)	11/11/2022	-
		Mr. Sandeep Kadam	Member of the Committee (Non-Executive Director)	27/10/2022	01/01/2023
		Mr. Amit Ajit Gandhi	Member of the Committee (Non-Executive Director)	01/01/2023	-
2. Nomination & Remuneration Committee	Yes	Dr. Narendra Damodar Jadhav	Chairman of the Committee (Non-Executive – Independent Director)	28/08/2020	-
		Ms. Swati Jain	Member of the Committee (Non-Executive – Independent Director)	11/11/2022	-
		Mr. Sandeep Kadam	Member of the Committee (Non-Executive Director)	27/10/2022	01/01/2023
		Mr. Amit Ajit Gandhi	Member of the Committee (Non-Executive Director)	01/01/2023	-
3. Risk Management Committee	Yes	Mr. Divyesh B. Shah	Chairman of the Committee^ (Executive Director, CEO & COO)	25/04/2019	-
		Dr. Narendra Damodar Jadhav	Member of the Committee^^ (Non-Executive – Independent Director)	27/10/2020	-
		Ms. Swati Jain	Member of the Committee (Non-Executive – Independent Director)	11/11/2022	01/01/2023
		Mr. Amit Ajit Gandhi	Member of the Committee (Non-Executive Director)	01/01/2023	-
		Mr. Rajeev Lochan Agrawal	Chief Financial Officer	25/04/2019	-
		Mr. Pankaj Sharma	Chief General Manager	25/04/2019	-
4. Stakeholders Relationship Committee	Yes	Ms. Swati Jain	Chairperson of the Committee (Non-Executive – Independent Director)	11/11/2022	-
		Dr. Narendra Damodar Jadhav	Member of the Committee	11/11/2022	-

			(Non-Executive – Independent Director)		
		Mr. Divyesh B Shah	Member of the Committee (Executive Director, CEO & COO)	11/11/2022	-

$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hypher.
^Mr. Divyesh B.Shah was re- categorized as chariman of Risk Management Committee w.e.f January 1, 2023.
^^ Dr. Narendra Damodar Jadhav was re- categorized as member of Risk Management Committee w.e.f January 1, 2023.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	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*	Maximum gap between any two consecutive (in number of days)
11/11/2022	10/02/2023 31/03/2023	Yes Yes	6 6	5 5	3 3	90 days 48 Days

*to be filled in only for the current quarter meetings

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present* (All Directors including Independent Directors)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	10/02/2023	Yes	3	3	2	-	11/11/2022	90 days
Nomination & Remuneration Committee	01/01/2023 31/03/2023	Yes Yes	3 3	3 3	2 2	- -	11/11/2022	50 days 88 days
Risk Management Committee	NA	NA	NA	NA	NA	NA	28/10/2022	NA
Stakeholders Relationship Committee	10/02/2023	Yes	3	3	2	-	NA	NA

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

5298

V. Related Party Transactions	
Subject	**Compliance status (Yes/No/NA)** refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **- Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
   a. Audit Committee **- Yes**
   b. Nomination & remuneration committee **- Yes**
   c. Stakeholders relationship committee **- Yes**
   d. Risk management committee (applicable to the top 1000 listed entities) **- Yes**
3. 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**
4. 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**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **- Yes, Board noted the Report and there was no comment/observation of Board**

5299

DHANI SERVICES LIMITED

Sd/-
Name & Designation : Ram Mehar
Company Secretary / Compliance Officer ~~/ Managing Director / CEO~~
Date: April 18, 2023
Place: Gurugram

Annexure II

I. Disclosure on website in terms of Listing Regulations		
Item	*Compliance status (Yes/No/NA) refer note below*	*If Yes provide link to website. If No / NA provide reasons*
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.dhani.com/about_us/
b) Terms and conditions of appointment of independent directors	Yes	https://www.dhani.com/services/appointment-letters/
c) Composition of various committees of board of directors	Yes	https://www.dhani.com/services/wp-content/uploads/2021/04/Board&Committees_DSL.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/code-of-conduct-for-board-members-and-senior-management_1564991994.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.dhani.com/services/wp-content/uploads/2021/05/whistleblower_policy_dhani_2021.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/ivl-criteria-for-making-payment-to-non-executive-directors_1564992340.pdf
g) Policy on dealing with related party transactions	Yes	https://www.dhani.com/services/wp-content/uploads/2022/06/DSL_Policy_on_Related_Party_Transactions_01042022.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/IVL_Policy_for_Determining_Material_Subsidiary_1598077992.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.dhani.com/services/wp-content/uploads/2023/02/DSL-Board-Familiarisation-programmes-06.08.2021-to-10.02.2023.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.dhani.com/services/investor-grievance-redressal/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.dhani.com/services/investor-grievance-redressal/
l) Financial results	Yes	https://www.dhani.com/services/investors-financial-reports/
m) Shareholding pattern	Yes	https://www.dhani.com/services/investors-financial-reports/investors-corporate-announcements/
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.dhani.com/services/investors-financial-reports/investors-corporate-announcements/

5300

5301

p) New name and the old name of the listed entity	Yes	https://www.dhani.com/services/investors-financial-reports/investors-corporate-announcements/
q) Advertisements as per regulation 47 (1)	Yes	https://www.dhani.com/services/investors-financial-reports/investors-advertisements/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.dhani.com/investors-financial-reports/investors-corporate-announcements/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.dhani.com/services/investors-financial-reports/investors-balance-sheet/
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.dhani.com/
b) Materiality Policy as per Regulation 30	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/ivl_policy_on_determination_of_materiality_1564988228.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.dhani.com/services/wp-content/uploads/2020/12/ivl-dividend-distribution-policy_1564992261.pdf
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmations

Particulars	*Regulation Number*	*Compliance status (Yes/No/NA)* refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeti ng of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes

Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. ***Yes***

5302

ANNEXURE IV

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31-March-2023

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	N.A.	NIL	NIL
Promoter Group or any other entity controlled by them	N.A.	NIL	NIL
Directors (including relatives) or any other entity controlled by them	N.A.	NIL	NIL
KMPs or any other entity controlled by them	N.A.	NIL	NIL

5303

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	N.A.	NIL	NIL
Promoter Group or any other entity controlled by them	N.A.	NIL	NIL
Directors (including relatives) or any other entity controlled by them	N.A.	NIL	NIL
KMPs or any other entity controlled by them	N.A.	NIL	NIL

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Name & Designation: Rajeev Lochan Agrawal, CFO
Dhani Services Limited

DHANI SERVICES LIMITED

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt:*
   a) by a government company to/ for the Government or government company
   b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
   c) by a banking company or an insurance company ; and
   d) by the listed entity to its employees or directors as a part of the service conditions
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*

5304

Date: July 12, 2023 **Annexure 12B**

It is hereby certified that the draft Scheme of Arrangement amongst Dhani Services Limited **("Amalgamating Company 1")**, Indiabulls Enterprises Limited **("Amalgamating Company 2")**, Savren Medicare Limited **("Amalgamating Company 3")**, Auxesia Soft Solutions Limited **("Amalgamating Company 4")**, Gyansagar Buildtech Limited **("Amalgamating Company 5")**, Pushpanjli Finsolutions Limited **("Amalgamating Company 6")**, Devata Tradelink Limited **("Amalgamating Company 7")**, Evinos Developers Limited **("Amalgamating Company 8")**, Milky Way Buildcon Limited **("Amalgamating Company 9")**, Indiabulls Consumer Products Limited **("Amalgamating Company 10")**, Indiabulls Infra Resources Limited **("Amalgamating Company 11")**, Jwala Technology Systems Private Limited **("Amalgamating Company 12")**, Mabon Properties Limited **("Amalgamating Company 13")**, YDI Consumer India Limited **("Amalgamating Company 14")**, Indiabulls General Insurance Limited **("Amalgamating Company 15")**, Indiabulls Life Insurance Company Limited **("Amalgamating Company 16")**, Juventus Estate Limited **("Amalgamating Company 17")**, India Land Hotels Mumbai Private Limited **("Demerged Company")**, Indiabulls Pharmacare Limited **("Resulting Company 1")** and Yaari Digital Integrated Services Limited **("Amalgamated Company" / "Resulting Company 2")** and their respective shareholders and creditors **("Scheme")**, in terms of the provisions of section(s) 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended **("LODR Regulations")** and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time **("SEBI Circular")**, including the following:

Sr. No.	Reference	Particulars	Compliance Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied. Corporate Governance Report for the quarter ended March 31,2023 is attached as Annexure A.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. The Company and the Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s).
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied. All the prescribed documents under Part (I) (A)(2) (a)-(k) of the SEBI Circular are being submitted, in addition to this Compliance Report under Part (I)(A)(2)(h) of the SEBI Circular.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied. The valuation reports dated June 27, 2023 issued by Akhil Bhalla, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. – IBBI/RV/14/2019/11684, are being submitted. Please refer Annexures as mentioned in the cover letter of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. The certificate dated June 27, 2023 from statutory auditors, Agarwal Prakash & Co, Chartered Accountants is being submitted. Please refer Annexure as mentioned in the cover letter of this application..
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Yes, we will comply with this provision.

Akhilendra Bahadur Singh
Company Secretary

Vijay Kumar Agrawal
Whole-Time Director

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Dhani Services Limited, Indiabulls Enterprises Limited, Savren Medicare Limited, Auxesia Soft Solutions Limited, Gyansagar Buildtech Limited, Pushpanjli Finsolutions Limited, Devata Tradelink Limited, Evinos Developers Limited, Milky Way Buildcon Limited, Indiabulls Consumer Products Limited, Indiabulls Infra Resources Limited, Jwala Technology Systems Private Limited, Mabon Properties Limited, YDI Consumer India Limited, Indiabulls General Insurance Limited, Indiabulls Life Insurance Company Limited, Juventus Estate Limited, India Land Hotels Mumbai Private Limited, Indiabulls Pharmacare Limited and Yaari Digital Integrated Services Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Vijay Kumar Agrawal
Chief Financial Officer

Vijay Kumar Agrawal
Whole- Time Director

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: INDIABULLS ENTERPRISES LIMITED
2. as on Date: 31/03/2023

Annexure I

I. Composition of Board of Directors

Title (Mr. /Ms)	Name of the Director	PAN[$] & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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)
Mr.	Vijay Kumar Agrawal	ACWPA1837D & 08329352	Executive Director	20/10/2022	-	-	NA	08/05/1970	1 (One)	NA	1(One)	NA
Ms.	Sargam Kataria	ATZPK2271M & 07133394	Non - Executive Director	29/08/2022	-	NA	NA	15/10/1978	1 (One)	NA	1 (One)	NA
Mr.	Gurinder Singh	AOFPS1834M & 08183046	Non-Executive - Independent Director	29/08/2022	-	NA	7.03 (Months)	08/02/1949	2 (Two)	2 (Two)	Nil	Nil
Mr.	Prem Prakash Mirdha	AHJPM9368F & 01352748	Non-Executive - Independent Director	29/08/2022	-	NA	7.03 (Months)	10/10/1955	2 (Two)	2 (Two)	4 (Four)	2 (Two)
Mr.	Shamsher Singh Ahlawat	AAEPA5664N & 00017480	Non-Executive – Independent Director	29/08/2022	-	NA	7.03 (Months)	28/12/1948	1(One)	1(One)	1 (One)	1 (One)
Ms.	Supriya Bhatnagar	CQGPB7622D & 08731453	Non-Executive – Independent Director	29/08/2022	-	NA	7.03 (Months)	28/08/1989	3 (Three)	3 (Three)	2 (Two)	Nil

Indiabulls Enterprises Limited

5307

5308

Whether Regular chairperson appointed – **YES**
Whether Chairperson is related to managing director or CEO – **NA**
$PAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive / independent / Nominee)$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Shamsher Singh Ahlawat	Chairperson of the Committee (Non-Executive – Independent Director)	09/09/2022	
		Mr. Prem Prakash Mirdha	Member of the Committee (Non-Executive – Independent Director)	09/09/2022	
		Ms. Sargam Kataria	Member of the Committee (Non-Executive – Director)	09/09/2022	
2. Nomination & Remuneration Committee	Yes	Mr. Prem Prakash Mirdha	Chairperson of the Committee (Non-Executive – Independent Director)	09/09/2022	
		Mr. Shamsher Singh Ahlawat	Member of the Committee (Non-Executive – Independent Director)	09/09/2022	
		Ms. Sargam Kataria	Member of the Committee (Non-Executive – Director)	09/09/2022	
3. Stakeholders Relationship Committee	Yes	Mr. Prem Prakash Mirdha	Chairperson of the Committee (Non-Executive – Independent Director)	09/09/2022	
		Mr. Vijay Kumar Agrawal	Member of the Committee (Executive Director)	20/10/2022	
		Ms. Supriya Bhatnagar	Member of the Committee (Non-Executive – Independent Director)	09/09/2022	

$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent directors present*	Maximum gap between any two consecutive (in number of days)
20/10/2022	**28-01-2023**	Yes	**6**	**4**	**99**
08/12/2022	17-03-2023	Yes	4	2	47

*to be filled in only for the current quarter meetings

IV. Meeting of Committees

Indiabulls Enterprises Limited

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	28/01/2023	Yes	3	3	2	0	08/12/2022	-50
Nomination & Remuneration Committee	17/03/2023	Yes	3	3	2	0	-	-
Stakeholders Relationship Committee	28/01/2023	Yes	3	3	2	0	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

5309

V. Related Party Transactions

Subject	**Compliance status (Yes/No/NA)** refer note below
Whether prior approval of audit committee obtained	**N.A.**
Whether shareholder approval obtained for material RPT	**N.A.**
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	**N.A.**

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **- Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
   a. Audit Committee - **Yes**
   b. Nomination & remuneration committee **- Yes**
   c. Stakeholders relationship committee **- Yes**
   d. Risk management committee (applicable to the top 1000 listed entities) - **NA**
3. 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**
4. 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. – **NA (Since Not Listed Till the date of Meeting)**
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - **NA (Since Not Listed Till the date of Meeting)**

5310

Name & Designation: Akhilendra Bahadur Singh
Company Secretary / Compliance Officer ~~/ Managing Director / CEO~~

Annexure II

I. Disclosure on website in terms of Listing Regulations		
Item	*Compliance status (Yes/No/NA) refer note below*	*If Yes provide link to website. If No / NA provide reasons*
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.indiabullsenterprises.com/about
b) Terms and conditions of appointment of independent directors	Yes	https://www.indiabullsenterprises.com/files/1665576424.pdf
c) Composition of various committees of board of directors	Yes	https://www.indiabullsenterprises.com/files/1669967770.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.indiabullsenterprises.com/files/1665638325.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.indiabullsenterprises.com/files/1665638566.pdf
f) Criteria of making payments to non-executive directors	Yes	https://www.indiabullsenterprises.com/files/1665638763.pdf
g) Policy on dealing with related party transactions	Yes	https://www.indiabullsenterprises.com/files/1665639015.pdf
h) Policy for determining 'material' subsidiaries	Yes	https://www.indiabullsenterprises.com/files/1665639340.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.indiabullsenterprises.com/files/1665639483.pdf
j) Email address for grievance redressal and other relevant details	Yes	https://www.indiabullsenterprises.com/helpdesk
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.indiabullsenterprises.com/helpdesk
l) Financial results	Yes	https://www.indiabullsenterprises.com/files/1675143505.pdf
m) Shareholding pattern	Yes	https://www.indiabullsenterprises.com/files/1676870154.pdf
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	https://www.indiabullsenterprises.com/financial
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as	Yes	https://www.indiabullsenterprises.com/

Indiabulls Enterprises Limited

per Regulation 46(2)		
b) Materiality Policy as per Regulation 30	Yes	https://www.indiabullsenterprises.com/files/1665640396.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.indiabullsenterprises.com/files/1665640622.pdf
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmations		
Particulars	***Regulation Number***	***Compliance status (Yes/No/NA)*** refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), 1(A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA

Indiabulls Enterprises Limited

Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

Indiabulls Enterprises Limited

Akhilendra Bahadur Singh

Company Secretary & Compliance Officer

Date: April 21, 2023

Date: July 12, 2023

Annexure 12C

It is hereby certified that the draft Scheme of Arrangement amongst Dhani Services Limited (**"Amalgamating Company 1"**), Indiabulls Enterprises Limited (**"Amalgamating Company 2"**), Savren Medicare Limited (**"Amalgamating Company 3"**), Auxesia Soft Solutions Limited (**"Amalgamating Company 4"**), Gyansagar Buildtech Limited (**"Amalgamating Company 5"**), Pushpanjli Finsolutions Limited (**"Amalgamating Company 6"**), Devata Tradelink Limited (**"Amalgamating Company 7"**), Evinos Developers Limited (**"Amalgamating Company 8"**), Milky Way Buildcon Limited (**"Amalgamating Company 9"**), Indiabulls Consumer Products Limited (**"Amalgamating Company 10"**), Indiabulls Infra Resources Limited (**"Amalgamating Company 11"**), Jwala Technology Systems Private Limited (**"Amalgamating Company 12"**), Mabon Properties Limited (**"Amalgamating Company 13"**), YDI Consumer India Limited (**"Amalgamating Company 14"**), Indiabulls General Insurance Limited (**"Amalgamating Company 15"**), Indiabulls Life Insurance Company Limited (**"Amalgamating Company 16"**), Juventus Estate Limited (**"Amalgamating Company 17"**), India Land Hotels Mumbai Private Limited (**"Demerged Company"**), Indiabulls Pharmacare Limited (**"Resulting Company 1"**) and Yaari Digital Integrated Services Limited (**"Amalgamated Company" / "Resulting Company 2"**) and their respective shareholders and creditors (**"Scheme"**), in terms of the provisions of section(s) 230 to 232 and other applicable sections and provisions of the Companies Act, 2013 read together with the rules made thereunder, does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**"LODR Regulations"**) and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time (**"SEBI Circular"**), including the following:

Sr. No.	Reference	Particulars	Compliance Status
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied. Corporate Governance Report for the quarter ended March 31,2023 is attached as Annexure A.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. The Company and the Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s).
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, complied. All the prescribed documents under Part (I) (A)(2) (a)-(k) of the SEBI Circular are being submitted, in addition to this Compliance Report under Part (I)(A)(2)(h) of the SEBI Circular.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied.
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes, complied. The valuation reports dated June 27, 2023 issued by Akhil Bhalla, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. – IBBI/RV/14/2019/11684, are being submitted. Please refer Annexures as mentioned in the cover letter of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. The certificate dated June 27, 2023 from statutory auditors, Agarwal Prakash & Co, Chartered Accountants is being submitted. Please refer Annexure as mentioned in the cover letter of this application..
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Yes, we will comply with this provision.

Lalit Sharma
Company Secretary

Yaari Digital Integrated Services Limited

Kubeir Khera
Executive Director & CEO

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving Dhani Services Limited, Indiabulls Enterprises Limited, Savren Medicare Limited, Auxesia Soft Solutions Limited, Gyansagar Buildtech Limited, Pushpanjli Finsolutions Limited, Devata Tradelink Limited, Evinos Developers Limited, Milky Way Buildcon Limited, Indiabulls Consumer Products Limited, Indiabulls Infra Resources Limited, Jwala Technology Systems Private Limited, Mabon Properties Limited, YDI Consumer India Limited, Indiabulls General Insurance Limited, Indiabulls Life Insurance Company Limited, Juventus Estate Limited, India Land Hotels Mumbai Private Limited, Indiabulls Pharmacare Limited and Yaari Digital Integrated Services Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Yaari Digital Integrated Services Limited

Akhil Malhotra
Chief Financial Officer

Kubeir Khera
Executive Director & CEO

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: YAARI DIGITAL INTEGRATED SERVICES LIMITED
2. Quarter ending: March 31, 2023

Annexure I

I. Composition of Board of Directors

Title (Mr. /Ms)	Name of the Director	PAN$ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	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)
Mr.	Kubeir Khera	ASAPK7292E & 03498226	Executive Director & CEO	01/01/2021	-	NA	NA	07/09/1982	1 (One)	Nil	1 (One)	Nil
Mr.	Praveen Kumar Tripathi	ABHPT2749P & 02167497	Non-Executive –Independent Director	28/03/2019	28/03/2022	NA	48.4 months	15/12/1952	4 (Four)	4 (Four)	7 (seven)	2 (Two)
Mr.	Prem Prakash Mirdha	AHJPM9368F & 01352748	Non-Executive –Independent Director	23/06/2022	23/09/2022	NA	9.8 months	10/10/1955	2 (Two)	2 (Two)	4 (Four)	2 (Two)
Ms.	Supriya Bhatnagar	CQGPB7622D & 08731453	Non-Executive –Independent Director	08/04/2022 (ceased on 07/07/2022)	05/09/2022	NA	6.26 months	28/08/1989	3 (Three)	3 (Three)	2 (Two)	Nil
Mr.	Gurinder Singh	AOFPS1834M & 08183046	Non-Executive –Independent Director	05/09/2022	-	NA	6.26 months	08/02/1949	2 (Two)	2 (Two)	Nil	Nil
Mr.	Aishwarya Katoch	ADAPK4434D & 00557488	Non-Executive –Independent Director	05/09/2022	-	NA	6.26 months	16/01/1970	2 (Two)	2 (Two)	3 (Three)	1 (One)
Whether Regular chairperson appointed – **No**												
Whether Chairperson is related to Managing Director or CEO – **NA**												

Yaari Digital Integrated Services Limited

$PAN number of any director would not be displayed on the website of Stock Exchange
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive / independent / Nominee)$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Aishwarya Katoch	Chairperson of the Committee (Non-Executive – Independent Director)	27/09/2022	
		Mr. Prem Prakash Mirdha	Member of the Committee (Non-Executive – Independent Director)	23/06/2022	
		Ms. Supriya Bhatnagar	Member of the Committee (Non-Executive – Independent Director)	12/10/2022	
2. Nomination & Remuneration Committee	Yes	Mr. Aishwarya Katoch	Chairperson of the Committee (Non-Executive – Independent Director)	27/09/2022	
		Mr. Prem Prakash Mirdha	Member of the Committee (Non-Executive – Independent Director)	23/06/2022	
		Ms. Supriya Bhatnagar	Member of the Committee (Non-Executive – Independent Director)	27/09/2022	
3. Risk Management Committee	Yes	Mr. Kubeir Khera	Chairperson of the Committee (CEO & Executive Director)	08/04/2022	
		Mr. Prem Prakash Mirdha	Member of the Committee (Non-Executive – Independent Director)	11/07/2022	
		Mr. Praveen Kumar Tripathi	Member of the Committee (Non-Executive – Independent Director)	23/04/2019	
		Ms. Supriya Bhatnagar	Member of the Committee (Non-Executive – Independent Director)	27/09/2022	
		Mr. Akhil Malhotra	Member	27/09/2022	
4. Stakeholders Relationship Committee	Yes	Mr. Prem Prakash Mirdha	Chairman of the Committee (Non-Executive – Independent Director)	11/07/2022	
		Mr. Kubeir Khera	Member of the Committee (Executive Director)	08/04/2022	
		Mr. Aishwarya Katoch	Member of the Committee (Non-Executive – Independent Director)	27/09/2022	

$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including	No. of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)

Yaari Digital Integrated Services Limited

5316

				Independent Director)		
11/11/2022	27/01/2023	Yes	6	6	5	76
*to be filled in only for the current quarter meetings						

IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	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)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	27/01/2023	Yes	3	3	3	0	11/11/2022	76
Nomination & Remuneration Committee	-	-	-	-	-	-	-	
Stakeholders Relationship Committee	27/01/2023	Yes	3	3	2	0	11/11/2022	-
Risk Management Committee	27/01/2023	Yes	4	4	3	1	11/11/2022	-

5317

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	**Yes**
Whether shareholder approval obtained for material RPT	**N.A.**
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	**Yes**

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

Yaari Digital Integrated Services Limited

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **- Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
   a. Audit Committee **- Yes**
   b. Nomination & remuneration committee **- Yes**
   c. Stakeholders relationship committee **- Yes**
   d. Risk management committee (applicable to the top 1000 listed entities) **- Yes**
3. 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**
4. 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**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **- Yes, Boarc noted the Report and there was no comment/observation of Board**

Name & Designation : Lalit Sharma
Company Secretary / Compliance Officer ~~/ Managing Director / CEO~~

Date: April 20, 2023

Yaari Digital Integrated Services Limited

5318

Annexure II

I. Disclosure on website in terms of Listing Regulations		
Item	***Compliance status (Yes/No/NA)*** refer note below	***If Yes provide link to website. If No / NA provide reasons***
As per regulation 46(2) of the LODR		
Details of business	Yes	https://www.yaari.com/
Terms and conditions of appointment of independent directors	Yes	https://www.yaari.com/api/static/Investors/1676888282175TERMS_CONDITIONSOFAPPOINTMENTOFINDEPENDENTDIRECTORS.pdf
Composition of various committees of board of directors	Yes	https://www.yaari.com/api/static/Investors/1676888841901Yaari_BoardandCommittees_12102022.pdf
Code of conduct of board of directors and senior management personnel	Yes	https://www.yaari.com/api/static/Investors/1671601285441Code_of_Conduct_&_Ethics_for_Board_Members_and_Senior_Management.pdf
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.yaari.com/api/static/Investors/1676889085282WhistleBlowerPolicy.pdf
Criteria of making payments to non-executive directors	Yes	https://www.yaari.com/api/static/Investors/1671624526704Criteria_for_making_payment_to_Non_Executive_Directors.pdf
Policy on dealing with related party transactions	Yes	https://www.yaari.com/api/static/Investors/1671603561462Policy_for_Dealing_with_Related_Party_Transactions.pdf
Policy for determining 'material' subsidiaries	Yes	https://www.yaari.com/api/static/Investors/1671604510480Policy_for_Determining_Material_Subsidiary.pdf
Details of familiarization programmes imparted to independent directors	Yes	https://www.yaari.com/api/static/Investors/1676891934651Familiarizationprogrammes_IndependentDirecrtors.pdf
Email address for grievance redressal and other relevant details	Yes	https://www.yaari.com/investor-help-desk
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.yaari.com/investor-help-desk
Financial results	Yes	https://www.yaari.com/investor/corporate-announcements
Shareholding pattern	Yes	https://www.yaari.com/api/static/Investors/1674479262720Yaari_SHP_31(1)(b)_31_12_2022.pdf
Details of agreements entered into with the media companies and/or their associates	NA	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NA
New name and the old name of the listed entity	NA	
Advertisements as per regulation 47 (1)	Yes	https://www.yaari.com/investor/corporate-announcements
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	NA
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.yaari.com/investor/financials-of-subsidiaries
As per other regulations of the LODR:		
Whether company has provided information under separate section on its website as	Yes	https://www.yaari.com/

per Regulation 46(2)		
Materiality Policy as per Regulation 30	**Yes**	https://www.yaari.com/api/static/Investors/1629550963883PolicyonDeterminationofMateriality.pdf
Dividend Distribution policy as per Regulation 43A (as applicable)	**Yes**	https://www.yaari.com/api/static/Investors/1629550964283Dividend_Distribution_Policy.pdf
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmations		
Particulars	***Regulation Number***	***Compliance status (Yes/No/NA)*** refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), 1(A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes

Yaari Digital Integrated Services Limited

5320

Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. ***Yes***

Lalit Sharma

Company Secretary & Compliance Officer

Date: April 20, 2023

Yaari Digital Integrated Services Limited