# REPORT ON CORPORATE GOVERNANCE

# 1. Company's Philosophy on Code of Corporate Governance

Corporate governance is about maximizing shareholder value ethically and on sustainable basis. Keeping this in view, company's philosophy on corporate governance is based on following principles:

- > Satisfying the spirit of the law and not just the letter of the law.
- Maintaining transparency and a high degree of disclosure levels.
- Making a clear distinction between personal convenience and corporate resources.
- > Having a simple and transparent corporate structure driven solely by business needs.
- Embracing a trusteeship model in which the management is the trustee of the shareholders' capital and not the owner.
- Ensure transparency in all its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and shareholders (including the minority shareholders)
- > Driving the business on the basis of the belief, 'when in doubt, disclose'

We believe that sound corporate governance is vital for enhancing and retaining investor trust. The Company does focus its resources, strengths and strategies to achieve its vision of brand building, maximizing stakeholders return and developing people to deliver the same, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamentals to the running of the company's business.

## 2. Board of Directors

- (i) The composition of the Board is a mix of Executive and Non-Executive Directors. As on March 31, 2019, the Company comprises of Five Directors out of which two directors are Independent Directors. The composition of the Board is in conformity with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) None of the Directors on the Board are Members in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director. The directors have disclosed to the company about the committee positions they occupy in other companies and have notified changes as and when they take place.
- (iii) Relationships between Directors Inter-se: Ms. Reema A. Shah is spouse of Mr. Ankit J. Shah and sister of Mr. Hitesh C. Kothari. Both the Independent directors are not in any way related.
- (iv) The names and categories of the Directors on the Board, the number of Directorships and Committee Chairmanships/Memberships held by them in other public limited companies as on March 31, 2019 are given herein below.

Name of Directors	Category	Other Directorship	Details of C	ommittee
			Chairman	Member
Mr. Hitesh C. Kothari (DIN: 01217705)	Executive Director	0	Nil	Nil
Mr. Savajibhai D. Galiya (DIN: 08289016)	Independent Director	0	Nil	Nil
Mr. Bhavesh P. Mamnia (DIN: 02208146)	Independent Director	TIRUPATI FINCORP     LIMITED- Independent     Director	2	Nil
Ms. Reema A. Shah (DIN: 02698529)	Non-Executive Director	0	Nil	Nil
Mr. Ankit J. Shah (DIN: 02695987)	Managing Director	0	Nil	Nil

Other directorships do not include alternate directorships, directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit Committee and Stakeholders Relationship Committee.

(v) The board of directors of the Company possess a vast experience in the field of Capital Market and Finance which is highly beneficial for the company and its operations.

#### 3. Board Procedure

The company has held at least one meeting in every quarter and the maximum time gap between the two meetings was not more than one hundred and twenty days. During the year ended March 31, 2019; **Eight (08)** meetings of the Board of Directors were held on 28/05/2018, 10/08/2018, 10/09/2018, 06/10/2018, 13/11/2018, 29/11/2018, 12/01/2019 and 11/02/2019.

The information as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board. The agenda points for discussion at the Board meeting are circulated to the Directors in advance. Adequate information is circulated as part of the Board papers and is also available at the Board Meeting to enable the Board to take decisions.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Directors	No. of Board Meetings		Attendance at last	
	Held	Attended	AGM	
Mr. Hitesh C. Kothari	8	3	NO	
Mr. Ankit J. Shah	8	8	YES	
Ms. Reema A. Shah	8	8	YES	
Mr. Hasmukh M. Thakkar*	3	2	NA	
Mr. Bhavesh P. Mamnia	8	8	YES	
Mr. Savajibhai D. Galiya <sup>#</sup>	2	2	NA	

<sup>\*</sup>Mr. Hasmukh M. Thakkar ceased to be director of the Company with effect from September 13, 2018 due to Death. \*Mr. Savajibhai D. Galiya was appointed as Additional Director (Independent) on the board of the company w.e.f. November 29, 2018.

# 4. Committees of Board

# A. Audit Committee

The audit committee is constituted as per the provisions of Section 177 of the Companies act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2017. The Committee comprises of three directors, out of which two members namely Mr. Savajibhai D. Galiya (Chairman appointed w.e.f 29/11/2018) and Mr. Bhavesh P. Mamnia are Independent Directors and Mr. Hitesh C. Kothari is Executive director. Mr. Hasmukh M. Thakkar ceased to be chairman of the committee from September 13, 2018 due to death. All members of the Committee are financially literate. The Secretary to the company acts as a Secretary to the Committee.

During the year under review, the Audit Committee Meetings were held four times with maximum time gap of one hundred and twenty days between two meetings. The quorum was present at all the meetings except one, because of sad demise of Mr. Hasmukh Thakkar, Chairman of the Committee. The meetings were held on following dates: 28/05/2018, 10/08/2018, 13/11/2018 and 11/02/2019

Summary of composition and attendance of the meetings held during the year under review is as under:

Name of Directors	Designation	No. of Meetings held	No. of Meetings attended
Mr. Savajibhai D. Galiya <sup>#</sup>	Chairman	1#	1
Mr. Bhavesh P. Mamnia	Member	4	4
Mr. Hitesh C. Kothari	Member	4	2
Mr. Hasmukh M. Thakker*	Ex-Chairman	2*	2

\*Mr. Hasmukh M. Thakkar ceased to be director of the Company with effect from September 13, 2018 due to Death. #Mr. Savajibhai D. Galiya was appointed as Additional Director (Independent) on the board of the company w.e.f. November 29, 2018

The Chairman of the committee was not present at the last Annual General Meeting held on September 27, 2018.

#### **Terms of Reference:**

- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ii) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iii) oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- iv) scrutiny of inter-corporate loans and investments;
- v) valuation of undertakings or assets of the Company, wherever it is necessary;
- vi) evaluation of internal financial controls and risk management systems;
- vii) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- viii) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- ix) reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- x) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- xi) to review the functioning of the whistle blower mechanism;
- xii) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xiii) approval or any subsequent modification of transactions of the Company with related parties;
- xiv) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xv) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xvi) discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xviii) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xix) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xx) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

# **B.** Nomination and Remuneration Committee

The Committee was constituted as per provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015. The Committee comprises of three Non-Executive Directors, out of which two members namely Mr. Savajibhai D. Galiya (Chairman appointed w.e.f 29/11/2018) and Mr. Bhavesh P. Mamnia are Independent Directors and Ms. Reema A. Shah is Non-Executive Director. Mr. Hasmukh M. Thakkar ceased to be chairman of the committee from September 13, 2018 due to death.

During the year under review, the Nomination and Remuneration Committee Meeting was held on 29/11/2018.

Summary of composition and attendance of the meeting held during the year under review is as under:

Name of Directors	Designation	No. of Meetings held	No. of Meetings attended
Mr. Savajibhai D. Galiya <sup>#</sup>	Chairman	NA <sup>#</sup>	NA
Mr. Bhavesh P. Mamnia	Member	1	1
Ms. Reema A. Shah	Member	1	1
Mr. Hasmukh M. Thakker*	Ex-Chairman	NA*	NA

<sup>\*</sup>Mr. Hasmukh M. Thakkar ceased to be director of the Company with effect from September 13, 2018 due to Death. #Mr. Savajibhai D. Galiya was appointed as Additional Director (Independent) on the board of the company w.e.f. November 29, 2018.

#### **Terms of Reference:**

- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- ii) devising a policy on diversity of board of directors;
- iii) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- iv) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

#### **Remuneration Policy:**

The company has framed and adopted a detailed Nomination and remuneration Policy in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is placed on the website of the company and which can be accessed at following url: http://www.islconsulting.in/pdf/coc/Nomination & Remuneration Policy.pdf performance The evaluation of the Independent Directors shall be made as per the Nomination and Remuneration Policy of the Company.

## **Details of Remuneration:**

# i) Executive Directors:

There are two Executive Directors in the Company, out of which Mr. Ankit J. Shah is Managing Director. The details of remuneration of all the directors are mentioned in Annexure B to the Directors Report.

#### ii) Non-Executive Directors:

During the year under review, no sitting fee or remunerations were paid to any Non-Executive Directors or Independent Directors of the Company.

## C. Stakeholders Relationship Committee

## **Composition and Attendance:**

The Committee was constituted as per provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee comprises of three directors, out of which two members namely Mr. Bhavesh P. Mamnia (Chairman) and Mr. Savajibhai D. Galiya are Independent Directors and Mr. Hitesh C. Kothari is



Executive Director. Mr. Hasmukh M. Thakkar ceased to be member of the committee from September 13, 2019 due to death. The Secretary to the company acts as a Secretary to the Committee.

During the year under review, the Stakeholders Relationship Committee meetings were held four times on following dates: 28/05/2018, 10/08/2018, 13/11/2018 and 11/02/2019.

Summary of composition and attendance of the meetings held during the year under review is as under:

Name of Directors	Designation	No. of Meetings held	No. of Meetings attended
Mr. Bhavesh P. Mamnia	Chairman	4	4
Mr. Savajibhai D. Galiya <sup>#</sup>	Member	1#	1
Mr. Hitesh C. Kothari	Member	4	2
Mr. Hasmukh M. Thakker*	Ex-Member	2*	2

<sup>\*</sup>Mr. Hasmukh M. Thakkar ceased to be director of the Company with effect from September 13, 2018 due to Death. #Mr. Savajibhai D. Galiya was appointed as Additional Director (Independent) on the board of the company w.e.f. November 29, 2018.

# **Terms of Reference:**

The Committee supervises the mechanism for redressal of Investor grievances and ensures cordial investor relations. The Committee takes care of the following matters:

- i) Redressal of investors' complaints related to transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividend etc.
- ii) Scrutinize the performance of the Registrar & Share Transfer Agent and recommends measures for overall improvement of the quality of service.
- iii) Any allied matter(s) out of and incidental to these functions and not here in above specifically provided for.

# **Details of Complaints:**

Quarter-wise summary of Investor's complaints received and resolved during the year under review is as under.

Quarter Period	Complaints pending at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	Complaints pending at the end of the quarter
01.04.2018 to 30.06.2018	0	0	0	0
01.07.2018 to 30.09.2018	0	0	0	0
01.10.2018 to 31.12.2018	0	1	1	0
01.01.2019 to 31.03.2019	0	1	1	0

There were no pending complaints at the end of the year under review.

#### **Details of Compliance Officer:**

Name	Ms. Bhanupriya Katta			
Designation	Company Secretary and Compliance			
	Officer			

# 5. General Body Meeting

i) The last three Annual General Meetings were held as follows:

Financial Year	Venue	Date	Time	No. of Special Resolutions Passed
2017-18	404, Nr. Muncipal Market, C.G. Road, Ahmedabad-380009	27-09-2018	11:00 a.m.	•

2016-17	404, Nr. Muncipal Market, C.G. Road, Ahmedabad-380009	26-09-2017	11.00 a.m.	-
2015-16	404, Nr. Muncipal Market, C.G. Road, Ahmedabad-380009	27-09-2016	11.00 a.m.	-

# ii) Extra-Ordinary General Meeting held:

Venue	Date	Time	No. of Special Resolutions Passed
404, Nr. Muncipal Market, C.G.			
Road, Ahmedabad-380009	22-02-2019	11:00 a.m.	3

# iii) Resolutions passed through Postal Ballot:

No resolutions were passed through postal ballot during the year under review.

### 6. Means of Communication

The company has promptly reported to the Stock Exchange where the shares of the Company are listed, about all the material information including quarterly, half yearly and annual financial results in the prescribed format.

The quarterly, half yearly and annual financial results and other statutory information were published in 'Western Times' in English and regional language newspapers. The company has also posted the results on its website <a href="www.islconsulting.in">www.islconsulting.in</a> as well as website of the stock exchange <a href="www.bseindia.com">www.bseindia.com</a>

As the quarterly and half yearly financial results are published in leading newspapers as well as posted on the company's website, the results are not sent to the shareholders individually.

# 7. General Shareholder's Information

# a) 27<sup>th</sup> Annual General Meeting

Date: September 27, 2019	Venue: 401, Swagat, B/s Lal Bungla, C.G. Road,
Time: 11.00 AM	Navrangpura, Ahmedabad-380006

## b) Financial Year/ Calendar

The Company follows April to March as its Financial Year. The financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarterly results	
Quarter ending on June 30, 2019	On or before September 14, 2019
Quarter ending on September 30, 2019	On or before December 14, 2019
Quarter ending on December 31, 2019	On or before February 14, 2020
Quarter ending on March 31, 2020	Within sixty days from March 31, 2020

# c) Date of Book Closure

The register of Members and Share Transfer books of the Company shall remain closed from Saturday, September 21, 2019, to Friday, September 27, 2019 (both days inclusive) for the purpose of 27<sup>th</sup> Annual General Meeting of the Company scheduled to be held on September 27, 2019.

# d) Listing on Exchange

The shares of the Company are listed on BSE Limited, PJ Towers, Dalal Street, Mumbai – 400001. The company confirms that it has paid the Annual Listing Fees for the year 2018-19.

# e) Script Code

BSE Limited : 511609 ISIN Number : INE569B01022

# f) Market Price Data

Month	High (Rs.)	Low (Rs.)
April, 2018	24.00	18.00
May, 2018	26.50	20.90
June, 2018	26.50	22.00
July,2018	28.00	24.40
August, 2018	28.75	25.00
September, 2018	26.40	25.00
October, 2018	26.00	20.00
November, 2018	21.10	19.20
December, 2018	19.90	18.80
January, 2019	19.10	18.00
February, 2019	21.50	18.00
March, 2019	25.60	11.40

# g) Share Transfer/ Demat System

All the shares related work is being undertaken by our R & T Agent, M/s. Purva Sharegistry (India) Pvt. Ltd., having its registered office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011. Shares lodged for transfer with the R & T Agent address in physical form are normally processed within 15 days from the date of receipt, subject to the documents being valid and complete in all respect. The requests for dematerialization of shares are processed and are confirmed to the depository by R & T Agent. Investors' grievances are also taken up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange, half yearly certificates from Company Secretary in Practice for compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

# h) Distribution of Shareholding

#### i) Distribution of Equity Shareholding as on March 31, 2019

No. of shares held	No. of Share holders	% of Total	No. of Shares	% of Total
Upto-500	8909	99.00%	27,85,716	11.61%
501-1000	31	0.35%	1,99,200	0.83%
1001-2000	12	0.13%	1,80,804	0.75%
2001-3000	2	0.02%	56,000	0.23%
3001-4000	3	0.03%	99,500	0.42%
4001-5000	2	0.02%	93,400	0.39%
5001-10000	13	0.15%	9,74,400	4.06%
10001 & above	27	0.30%	1,96,10,980	81.71%



Total	8999	100.00%	2,40,00,000	100.00%

# ii) Dematerialization of Shares and Liquidity

The Company's shares are in compulsory demat segment and as on March 31, 2019, equity shares of the company forming 88.14% of the Company's paid up equity share capital is in dematerialized form. Following is the breakup of shares in physical and demat form as on March 31, 2019.

Particulars	No. of Shares held	% of Holding
No. of Shares in Physical form	28,45,440	11.86%
No. of Shares in Demat form	2,11,54,560	88.14%
Total	2,40,00,000	100%

# iii) Shareholding Pattern as on March 31, 2019

Category	No. of Shares held	% of Share Holding
Promoters & Promoter Group	1,41,94,768	59.14%
Mutual Fund / UTI	-	-
Banks, Financial Institutions, Insurance Cos.	-	=
FII	-	-
NRI	8	0.00%
Corporate Bodies	22,09,329	9.21%
Clearing Member	10,600	0.04%
Indian Public	75,85,295	31.61%
Total	2,40,00,000	100.00%

# iv) Instruments

The Company has not issued ADRs' / GDRs' / Warrants / Convertible Instruments.

# v) Address for Correspondence

The stakeholders may contact at the registered office address of the Company stated below:

501, 5<sup>th</sup> Floor, Abhijeet – II,

Above Standard Chartered Bank,

Nr. Mithakhali Six Road, Ahmedabad - 380009.

# vi) Address for Investor Correspondence:

In case of any query investors can contact at:

Address : 501, 5th Floor, Abhijeet – II, Above Standard Chartered Bank,

Nr. Mithakhali Six Road, Ahmedabad - 380009

 Tel
 : 079-40030351/352

 Email
 : innogroup@gmail.com

Shareholders may also contact at Company's Registrar and Transfer Agents at:

Name: Purva Sharegistry (India) Private Limited

Address : 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E),

Mumbai-400011

**Tel** : 022-23016761

Email : <a href="mailto:support@purvashare.com">support@purvashare.com</a>

#### 8. Other Disclosures

During the year under review there were no materially significant related party transactions with its promoter, director and management that had a potential conflict with the interest of the Company at

- large except to the extent duly disclosed in the notes on accounts as enclosed along with this report.
- ii) The policy on the related party transactions can be accessed at <a href="http://www.islconsulting.in/policies.html">http://www.islconsulting.in/policies.html</a>
- iii) There were no non-compliances by the Company and no penalties or strictures were imposed on the Company by stock exchange or the board or any statutory authority, on any matter related to capital markets, during the last three years;
- iv) There are no material subsidiaries of the Company.
- v) The Company has established vigil mechanism for the directors and employees of the company to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and provide for adequate safeguards against victimization of Whistle Blower who avails such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. The Company affirms that no personnel has been denied access to the audit committee. The vigil mechanism policy is disclosed on the website of the company.
- vi) The policy on familiarization programme for Independent Directors and the details of familiarization programme held during the year under review can be accessed at <a href="http://www.islconsulting.in/policies.html">http://www.islconsulting.in/policies.html</a>
- vii) In the opinion of the Board, the Independent Directors fulfill the conditions specified in Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 and are independent of the management.
- viii) A Certificate from Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/Ministry of Corporate Affairs or any such authority forms part of the Annual Report.

## 9. Code of Conduct

The Board has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. The MD has affirmed to the Board that this Code of Conduct has been compiled by the Board Members and Senior Management Personnel.

Place: Ahmedabad For and on behalf of the Board of Directors

Date: 19/08/2019

Ankit J. Shah Managing Director (DIN: 02695987)

**Regd Office:** 

501, 5<sup>th</sup> Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009, Gujarat | CIN: L67120GJ1993PLC086576 | Tel: 079 40030352

Email: <a href="mailto:innogroup@gmail.com">innogroup@gmail.com</a> | Website: <a href="mailto:www.islconsulting.in">www.islconsulting.in</a>

# PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
ISL CONSULTING LIMITED

# Compliance certificate for Corporate Governance under Schedule V of SEBI (LODR) Regulation, 2015

We have examined the compliance of conditions of Corporate Governance by ISL Consulting Limited ("the Company") for the year ended March 31, 2019 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing regulations') for the period April 1, 2018 to March 31, 2019.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance for the year ended March 31, 2019 as stipulated in the above-mentioned Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad For, Keyur J. Shah & Associates
Date: 09/08/2019 Company Secretaries,

Keyur J. Shah Proprietor FCS: 9559 CP No.: 8814

# DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel and these Codes are available on the Company's website. I confirm that the Board and the Senior Management Personnel of the Company have complied with the Code of Conduct in respect of the financial year ended March 31, 2019.

Place: Ahmedabad For, ISL Consulting Limited
Date: 19/08/2019

Ankit J. Shah Managing Director (DIN: 02695987)