



BOMBAY METRICS SUPPLY CHAIN LIMITED

CIN : L74999MH2015PLC263148

Regd. Off.: 201, Quantum Tower, Ram Baug Lane, Near Chincholi Petrol Pump, S. V. Road, Malad (W), Mumbai - 400 064.
Tel.: 022-40120561 | 91 9768077759 • E-mail : nkeniya@bombaymetrics.com • www.bombaymetrics.com

Date: 29.08.2025

To,
The National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

NSE Symbol: BMETRICS

Sub: Outcome of Board Meeting held on August 29, 2025

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company at their meeting held today i.e. Friday, August 29, 2025 have considered and approved the following:

1. Director Report for the year ended 31st March, 2025.
2. Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in furtherance to our letter dated May 23, 2025 intimating that the final Dividend @ 2% i.e. ₹ 0.20/- per Equity Share of ₹ 10/- each for the financial year 2024-25 ("FY25") is recommended by the Board of Directors of the Company, it is hereby informed that **Record Date has been fixed as Thursday, September 18, 2025, for the purpose of ascertaining the entitlement of the Members to the said final Dividend for FY25**, if approved (declared) at the 10th AGM.

Symbol	Security Type	Record Date	Purpose
BMETRICS	Equity Shares	Thursday, September 18, 2025	For ascertaining the entitlement of the Members for payment of dividend , if declared at 10 th AGM to be held on Thursday, 18 th September, 2025.

3. Re-appointment of Mr. Nipul Hirji Keniya (DIN: 03087659) as a Managing Director of the Company for a period of 5 (Five) Years w.e.f. 24.05.2026. Brief details pertaining to the re-appointment of Mr. Nipul Hirji Keniya (DIN: 03087659) as a Managing Director of the Company for period of 5 (Five) Years w.e.f. 24.05.2026 is provided in the **Annexure I** and the same is enclosed;

As per the requirement of the Circular No. NSE/CML/2018/02 dated June 20, 2018 issued by NSE on the subject of Enforcement of SEBI Orders regarding appointment of Directors by listed companies, we hereby affirm that Mr. Nipul Hirji Keniya is not debarred from holding an office of director by virtue of any order of SEBI or such other authority.



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4. Adoption of new set of Articles of Association ("AOA") of the Company as per Companies Act, 2013 subject to approval of shareholders of the Company. Details pertaining to adoption of Article of Association as per Companies Act, 2013 is provided in the **Annexure II** and the same is enclosed;
5. In compliance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors (the "**Board**") of Bombay Metrics Supply Chain Limited (the "**Company**"), based on the recommendations of the Nomination and Remuneration Committee, at its Meeting held today, i.e., Friday, August 29, 2025, has inter-alia approved the "**Bombay Metrics Supply Chain Limited ESOP Scheme 2025**" ("ESOP Scheme, 2025") for the grant of stock options to eligible employees of Bombay Metrics Supply Chain Limited, subject to the approval of the shareholders of the Company in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**").

The approval of the members is required under Regulation 6(1) & 6(3)(C) of SBEB Regulations for the aforesaid ESOP Scheme, 2025.

Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are provided in the **Annexure III** and the same is enclosed.

6. Raising of funds through issuance of up to 4,68,000 warrants convertible into 4,68,000 Equity Shares of Face Value of Rs. 10/- each at a price of Rs. 47.25/- per Warrant aggregating to Rs. 2,21,13,000 (Rupees Two Crore Twenty-One Lakhs Thirteen Thousand Only) to the Promoter and Promoter Group on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Annual General Meeting and such other permissions, sanctions and statutory approvals, as may be required.

The Relevant Date in terms of SEBI ICDR Regulations is Tuesday, 26th August, 2025.

A detailed disclosure in adherence to Listing Regulations read with SEBI Circulars No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024 and No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated 31 December, 2024 is disclosed in **Annexure - IV**.

7. Draft Notice for convening the Annual General Meeting (AGM).
8. 10th Annual General Meeting of the Members of the Company will be held on Thursday, 25th September, 2025, at 09.00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").



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9. Appointment of Mr. Shiv Hari Jalan, Proprietor of M/s. Shiv Hari Jalan & Co., Company Secretary in whole time Practice as the Scrutinizer for 10th Annual General Meeting of the company.
10. Re-appointment of Mr. Shiv Hari Jalan, Proprietor of M/s. Shiv Hari Jalan & Co., Company Secretaries in Practice (C.P. No. 4226) as the Secretarial Auditors of the Company for the financial year 2025-26. Details pertaining to Mr. Shiv Hari Jalan, Proprietor of M/s. Shiv Hari Jalan & Co., Company Secretaries in Practice (C.P. No. 4226) as the Secretarial Auditors of the Company for the financial year 2025-26 is provided in the **Annexure V** and the same is enclosed;
11. Cut-off date for determining the eligibility to vote by electronic means for the purpose of Annual General Meeting shall be Thursday, 18th September, 2025. Register of Members and Share Transfer Books shall remain closed from Friday, 19th September, 2025 to Thursday, 25th September 2025 (both days inclusive).

In view of the aforesaid, the following are enclosed:

The Board Meeting commenced at 05.42 P.M. and concluded at 06.07 P.M.

The outcome of board meeting is available on Company's Website www.bombaymetrics.com as well as NSE website www.nseindia.com.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For Bombay Metrics Supply Chain Limited

Parsvo Gada
Company Secretary and Compliance officer
Membership No.: A72338



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Annexure I

Brief details pertaining to the re-appointment of Mr. Nipul Hirji Keniya (DIN: 03087659) as a Managing Director of the Company for period of 5 (Five) Years w.e.f. 24.05.2026:

reason for change viz. appointment, resignation, removal, death or otherwise;	Based on recommendation of Nomination and remuneration committee of the Company, the Board of Directors at its meeting held today on Friday, August 29, 2025 has approved the proposal of re-appointment of Mr. Nipul Hirji Keniya (DIN: 03087659) as the Managing Director of the Company for period of 5 (Five) Year w.e.f. 24.05.2026 on the Board of the Company, subject to approval of shareholders at the General meeting.
date of appointment/cessation (as applicable) & term of appointment	Re-appointment w.e.f. 24.05.2026 for 5 (Five) Years, subject to approval of shareholders at the General meeting.
brief profile (in case of appointment)	Provided below
disclosure of relationships between directors (in case of appointment of a director)	Relationship with Managerial personnel as follows: 1. Mr. Hiten Talakchand Shah – Brother-in-law 2. Mrs. Heena Hiten Shah – Sister 3. Mr. Sahil Hiten Shah – Nephew
Confirmation as per SEBI Circular	Mr. Nipul Hirji Keniya is not debarred from holding office of director by virtue of any SEBI order or any other such authority.

BRIEF PROFILE OF MANAGING DIRECTOR

Name of Director	Mr. Nipul Hirji Keniya
Father's Name	Mr. Hirji Keniya
Email id	nkeniya@bombaymetrics.com
PAN	AADPK6731B



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Date of Birth	07/05/1974
Education	H.S.C
Mobile No	+919768077759
Work experience	<p>Mr. Nipul Hirji Keniya has been the Director since March 28, 2015 and has been contributing in his role towards achievement of the common objectives of the organization.</p> <p>He had over 30 years of experience working in the field of Supply Chain Management, Sale Management and product management.</p>
Relationship between directors inter-se	<p>Relationship with Managerial personnel as follows:</p> <ol style="list-style-type: none">1. Mr. Hiten Talakchand Shah – Brother-in-law2. Mrs. Heena Hiten Shah – Sister3. Mr. Sahil Hiten Shah – Nephew
Permanent Residential Address	303 Gauav Aakar C.H.S. Bundar Pakhadi Rd., Dhanukarwadi, Kandivali (W), Mumbai-400067.
Date of Appointment/re-appointment	24.05.2026



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Annexure II

Details pertaining to adoption of Article of Association as per Companies Act, 2013:

Adoption of new set of Articles of Association ("AOA") of the Company as per Companies Act, 2013;	<p>The existing Articles of Association ("AOA") of the Company were adopted on 14.04.2021 and contains provisions that do not align with the current requirements of the Company's operations and governance practices.</p> <p>In light of the above, the Board of Directors at its meeting held on 29.08.2025, approved the adoption of a new set of Articles of Association in substitution for, and to the exclusion of, the existing Articles. The new AOA are aligned with the provisions of the Companies Act, 2013 and reflect modern governance requirements, flexibility in operations, and future expansion of the Company.</p>
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Annexure - III

Details required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Details of Bombay Metrics Supply Chain Limited ESOP Scheme 2025 (“ESOP 2025” or “ESOP Scheme”)

Sr. No.	Particulars	Remarks
1	Brief details of options granted	<p>The ESOP 2025 contemplates grant of employee stock options (“Options”) to the eligible employees of the Company.</p> <p>The performance appraisal and selection process of eligible employees and grants to be made shall be governed by mandatory performance criteria, which shall consist of a combination of both corporate and individual performance metrics at the time of Grant and individual performance metrics at the time of vesting.</p>
2	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, the ESOP Scheme is in terms of SEBI (SBEB) Regulations, 2021.
3	Total number of shares covered by these options	The total number of shares covered under these Options shall be 10,00,000.
4	Pricing formula	<p>The Exercise Price including method for arriving at it, shall be determined by the Committee, from time to time at the time of Grant, provided that the said Exercise Price shall not be higher than the prevailing Market Price of the Shares discounted by minimum 50% (ceiling); as may be determined by the Committee based on the criteria as specified in the Scheme, subject to the provisions of the Applicable Law including SEBI SBEB Regulations; and that the Exercise Price per Option shall not be less than the then prevailing face value of the Equity Shares of the Company.</p> <p>Eg. (for the stake of clarity):</p> <p>If the Market Price per Share is Rs. 50 and the face value is Rs. 10 per Share, then the Exercise Price per Option as may be determined by the Committee shall not exceed Rs. 25 (i.e. Rs. 50 discounted by 50%) and shall not be less than Rs.</p>



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		10. In case, the Committee determines to provide discount of 70% on the Market Price, in such case, the Exercise Price will be Rs. 15 per Option.
5	Options vested	Not applicable at this stage
6	Time within which option may be exercised	<p>After Vesting, Options can be exercised either wholly or partly, during the exercise window within a maximum exercise period of 5 (Five) year from the date of vesting, through Cash Mechanism after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.</p> <p>Exercise window within which vested options can be exercised shall be opened as per timeline as may be decided and intimated by the Committee from time to time.</p> <p>In case of separation from employment, the Exercise Period shall be as set out in the ESOP 2025.</p>
7	Options Exercised	Not applicable at this stage
8	Money realized by exercise of options	
9	Options lapsed	
10	Variation of terms of options	The Committee may vary the terms of ESOP 2025 subject to the terms thereof and applicable laws.
11	Brief details of significant terms	<p>As mentioned in the Bombay Metrics Supply Chain Limited ESOP Scheme 2025, which includes:</p> <ol style="list-style-type: none"> 1. The Nomination and Remuneration Committee shall administer the ESOP 2025. 2. The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 10,00,000 [Ten Lakhs] Options which shall be convertible into equal number of Shares not exceeding 10,00,000 [Ten Lakhs] Equity Shares having face value of Rs. 10/- each. 3. Vesting Period shall commence from the Grant Date subject to maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter. The Committee shall have the power to



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		<p>modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1(One) Year between the Grant and Vesting.</p> <p>4. After Vesting, Options can be exercised either wholly or partly, during the exercise window within a maximum exercise period of 5 (Five) year from the date of vesting, through Cash Mechanism after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any.</p>
12	Total number of shares arising as a result of exercise of options	1 (One) equity share of face value of Rs. 10/- each, for each single Option exercised under the ESOP Scheme from time to time.
13	Subsequent changes/cancellation/exercise of such Options	Not applicable at this stage
14	Diluted earnings per share pursuant to issue of equity shares on exercise of Options	



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Annexure – IV

Details as required for Preferential Issue under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circulars No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November, 2024 and No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated 31 December, 2024 is as below:

Sr. No.	Particulars	Disclosure								
1.	Type of securities proposed to be issued (viz. Equity shares, convertibles etc.)	Warrants convertible into Equity Shares of Rs. 10/- each, i.e., 1 equity share for 1 warrant.								
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/ GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue in accordance with Chapter V of the SEBI (ICDR) Regulations 2018 and other applicable laws.								
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):	The Company will issue and allot upto 4,68,000 Warrants, convertible into equivalent number of fully paidup equity shares having Face Value of Rs. 10/- each at a price of Rs. 47.25/- per Warrant aggregating up to Rs. 2,21,13,000 (Rupees Two Crore Twenty-One Lakhs Thirteen Thousand Only) to Mr. Sahil Hiten Shah, Mr. Hiten Talakchand Shah, Mrs. Heena Hiten Shah, Mr. Eshan Hiten Shah and Mr. Nipul Hirji Keniya (Promoter and Promoter Group category)								
4.	Additional Information in case of Preferential Issue:									
i.	Number of the Investors	5 (Five)								
ii.	Names of the Investors	<table><tr><th>Sr. No.</th><th>Name of the Proposed Allottees</th><th>Category (Promoter/ Promoter Group or Non Promoter)</th><th>No. of warrants to be issued</th></tr><tr><td>1</td><td>Mr. Sahil Hiten Shah</td><td>Promoter Group</td><td>2,08,000</td></tr></table>	Sr. No.	Name of the Proposed Allottees	Category (Promoter/ Promoter Group or Non Promoter)	No. of warrants to be issued	1	Mr. Sahil Hiten Shah	Promoter Group	2,08,000
Sr. No.	Name of the Proposed Allottees	Category (Promoter/ Promoter Group or Non Promoter)	No. of warrants to be issued							
1	Mr. Sahil Hiten Shah	Promoter Group	2,08,000							



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Sr. No.	Particulars	Disclosure					
		2	Mr. Hiten Talakchand Shah	Promoter	1,04,000		
		3	Mrs. Heena Hiten Shah	Promoter Group	52,000		
		4	Mr. Eshan Hiten Shah	Promoter Group	52,000		
		5	Mr. Nipul Hirji Keniya	Promoter	52,000		
			Total		4,68,000		
iii.	Issue Price	Rs. 47.25/- per Warrant (i.e. Warrant Exercise Price), being the floor price as per the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations.					
vi.	Post Allotment of Securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Name of Proposed Allottees	Pre Preferential Issue	No. of warrants to be allotted	Post Preferential Issue		
			No. of Equity Shares	%		*No. of Equity Shares	**%
		Mr. Sahil Hiten Shah	800	0.01	2,08,000	2,08,800	1.60
		Mr. Hiten Talakchand Shah	30,40,000	24.69	1,04,000	31,44,000	24.60
		Mrs. Heena Hiten Shah	24,32,000	19.75	52,000	24,84,000	19.43
		Mr. Eshan Hiten Shah	0	0	52,000	52,000	0.41
		Mr. Nipul Hirji Keniya	31,58,400	25.65	52,000	32,10,400	25.12
		<p>* The number of shares mentioned in this column have been calculated assuming all the Warrants issued to the proposed allottees will be converted fully.</p> <p>**Assuming full conversion of 4,68,000 Warrants into equivalent number of Equity Shares under present Preferential Issue.</p>					



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Sr. No.	Particulars	Disclosure
v.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>Each Warrant will be convertible into 1 equity share of Rs. 10/- each and the rights attached to the Warrants can be exercised in one or more tranches at any time within the period of 18 (eighteen) months from the date of allotment of the Warrants, subject to other terms and conditions as applicable.</p> <p>An amount equivalent to 25% of the consideration of the Warrants shall be payable at the time of application and the balance 75% of the total consideration shall be payable at the time of conversion of the Warrants into Equity Shares.</p> <p>In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrants, the unexercised Warrants shall lapse and the 25% of the consideration paid will be forfeited by the Company.</p>
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable



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Annexure V

Brief details pertaining to the Re-appointment of the Secretarial Auditors of the Company:

reason for change viz. appointment, resignation, removal, death or otherwise;	Re-appointment of Mr. Shiv Hari Jalan, Proprietor of M/s. Shiv Hari Jalan & Co., Company Secretaries in Practice (C.P. No. 4226) as the Secretarial Auditors of the Company.
date of appointment/cessation (as applicable) & term of appointment	The Board at its meeting held on August 29, 2025, approved the Re-appointment of Mr. Shiv Hari Jalan, Proprietor of M/s. Shiv Hari Jalan & Co., Company Secretaries in Practice (C.P. No. 4226) as the Secretarial Auditors of the Company for a period of one years, i.e., from April 1, 2025 to March 31, 2026.
brief profile (in case of appointment)	M/s. Shiv Hari Jalan & Co., founded by Mr. Shiv Hari Jalan, has distinguished exposure and over thirty eight years of experience in compliance audit, compliance management system, legal due diligence, vetting of various legal agreements, private equity, public offerings, preparation of business plans, Secretarial Audit etc.
disclosure of relationships between directors (in case of appointment of a director)	Not Applicable