DEVOTED CONSTRUCTION LIMITED

CIN: L45500DL2016PLC299428

REPORT ON CORPORATE GOVERNANCE

1. Corporate Governance from Devoted Construction Limited (DCL)

Corporate Governance is about commitment to values and ethical business conduct and improves public understanding of the structure, activities and policies of the organization.

Your Company believes that the implementation of good corporate practices brings positive strength among all the stakeholders of the Company, which is key to success for any corporate.

2. Board of Directors

2.1 Board Diversity and Structure

The Board composition is in compliance with the Regulation 17 of the Listing Regulations 2015 as well as the Companies Act, 2013. As on 31st March, 2026, the Company had Four Directors on the Board. Presently more than fifty percent of the Board comprises of Non-Executive Directors. Out of the 4 (Four) Directors, 1 (One) is Executive Director, 1 (One) is Non-Executive Director – Non-Independent Director and 2 (Two) are Non-Executive -Independent Director.

The members on the Board possesses adequate experience, expertise and skills necessary for managing the affairs of the Company in the most effective and efficient manner.

2.2 Independent Directors

Mrs. Seema Sarna and Mr. Narsimha Kavadi are the Independent Directors of the Company. The Independent Director has submitted the declaration that they meet the criteria of Independence as per the provisions of Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchanges. None of the Independent Directors is holding directorship in more than 7 Listed Companies. The Company has also issued the formal letter of appointments to all the Independent Directors in the manner provided under the Companies Act, 2013 and under the LODR Regulations.

2.3 Familiarization Programme

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the stock exchanges, mandates the Company to familiarize the Independent Directors with the Company, their roles, responsibilities in the Company, nature of the industry in which the Company operates,business model of the Company, etc. through various programmes.

The Company conducts programmes/ presentations periodically to familiarize the Independent Directors withthe strategy, business and operations of the Company.

The above programme also includes the familiarization on statutory compliances as Board member including their roles, rights and responsibilities. The Company also circulates news and articles related to the industry from time to time and provide specific regulatory updates.

The details of such Familiarization programme for Independent Directors in terms of Regulation 25(7) of the Listing Regulations, 2015 are posted on the website of the Company and can be accessed through the following link: - **http://www.devotedconstruction.com/investors.html.**

2.4 Board Meetings

During the financial year ended 31st March, 2026, the Board met 5 (Five) times i.e. on 28th Apr 2025, 29th May 2025, 06th September,2025,14th Nov 2025, 26th Feb,2026

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The last Annual General Meeting was held on 30th September, 2025.

The attendance of Directors at the Board Meetings held during the financial year ended 31st March, 2026 under review as well as in the last Annual General Meeting and the number of the other Directorships/Committee positions presently held by them are as under: -

Name of Directors	Date of Appointment	Category	No. of Board Meetings	No. of Board meeting attended	Attendance at the last AGM	No. of Directorship inother Public Companies	Shareholdingin the Company
Mr. Suresh Bohra	10.05.2016	NENID	5	5	Present	3	20.25%
Mr. Narsimha Kavadi	29.05.2019	NEID	5	5	Present	2	Nil
Mr. Gaurav Bohra	18.04.2019	ED	5	5	Present	0	Nil
Mrs. Seema Sarna	04.09.2020	NEID	5	5	Present	1	Nil

* NEID- Non-Executive Independent Director, NENID- Non -Executive Non-Independent Director MD- Managing Director ED- Executive Director

Present Directorships in other Companies/Committee Positions (including Devoted Construction Limited)

S. No.	Name of Director	Directorships	Committee(s) Position		
			Name of the Company	Committee	Position
1.	Mr. Gaurav Bohra	Devoted Construction Limited	NA		
2.	Mr. Suresh Bohra	Microwave Communications Limited Blueblood Ventures Limited Blackfox Advisors Private Limited Bohra Industrial Resources Private Limited Crest Comtrade Private Limited Black Fox Financial Private limited Black fox Financial IFSC Private Limited Devoted Construction Limited Dandy Comtrade Private Limited Dill Developers Private Limited Playnlive Sports Welfare Association	Blueblood Ventures Limited	Audit	Member
			Blueblood Ventures Limited	Stakeholders Relationship	Member
			Microwave Communication Limited	Audit	Member
			Microwave Communication Limited	Nomination & Remuneration	Member
			Devoted Construction Limited	Audit	Member
			Devoted Construction Limited	Stakeholders Relationship	Member
4	**Mrs. Seema**	Blueblood Ventures Limited	Blueblood	Stakeholders	Member

	Sarna	Devoted Construction Limited NHEX Developers Private Limited**	Ventures Limited	Relationship	
			Devoted Construction Limited	Stakeholders Relationship	Member
			Devoted Construction Limited	Audit Committee	Member
			Devoted Construction Limited	Nomination& Remuneration	Member
5.	**Mr. Narsimha Kavadi**	1. Blueblood Ventures Limited 2. Devoted Construction Limited 3.Playnlive Sports Welfare Association	Blueblood Ventures Limited	Nomination& Remuneration	Chairman
			Blueblood Ventures Limited	Audit Committee	Chairman
			Devoted Construction Limited	Nomination& Remuneration	Chairman
			Devoted Construction Limited	Audit Committee	Chairman

None of the Directors on the Board hold directorships in more than ten public companies and memberships in more than ten Committees and they do not act as Chairman of more than five Committees across all companies in which they are directors.

Meeting of Independent Directors

The Independent Directors of the Company meet at least once in every financial year without the presence of Executive Directors or representatives of management. All the Independent Directors strive to be present at such meetings. During the Financial Year ended 31st March, 2026. The meeting of Independent Director was held on 06th September 2025.

Evaluation of Board/Independent Directors Effectiveness

In terms of provision of Companies Act, 2013 read with Rules issued there under and as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Board of Directors, on recommendation of Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, performance evaluation of the Board, each Director and Committees was carried out for the financial year ended 31st March, 2026. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meeting, understanding their roles and responsibilities, business of the Company and also effectiveness of their contribution.

Information Placed before the Board –

In addition to the matters which statutorily require Board's approval, the following matters as required under code on Corporate Governance are also regularly placed before the Board: -

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.

- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non- payment of dividend, delay in share transfer etc.

3. Committees of the Board

In terms of the SEBI code on the Corporate Governance, the Board of the Company has constituted the following Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee

3.1 Audit Committee

The Composition of the Audit Committee is in line with the provision of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have requisite experience in accounting and financial management.

The Company Secretary acts as Secretary to the Committee. Statutory Auditors is the permanent Invitee.

The followings are the members and their attendance at the Committee Meetings during the financial year ended 31st March, 2026: -

Name of Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Narsimha Kavadi	Chairman	4	4
Mr. Gaurav Bohra	Member	4	4
Ms. Seema Sarna	Member	4	4

The composition of Nomination and Remuneration Committee as on 31.03.2026 is as under:

Name of Directors	Designation	Nature of Directorship
Mr. Narsimha Kavadi	Chairman	Non-Executive - Independent Director
Ms. Seema Sarna	Member	Non-Executive - Independent Director
Mr. Gaurav Bohra	Member	Managing Director

The terms of reference of the Audit Committee are as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment / re-appointment of external and internal auditors, tax auditors, cost auditors, fixation of statutory audit fees, internal audit fees and tax audit fees and also approval for payment of any other services.
- Review with management, the annual financial statements before submission to the Board.
- Review half yearly un-audited/audited financial results/ review reports.
- Review the financial statements in particular of the investments made by the unlisted subsidiary companies.
- Review with management, performance of external and internal auditors, and adequacy of internal control system.
- 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;
- Discussions with statutory auditors before the audit commence about nature and scope of audit as well as have post audit discussions to ascertain any area of concern.
- Approve the appointment of Chief Financial Officer.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any.
- Review of the use/application of money raised through Public/Rights/Preferential Issue, if any.
- Approval or any subsequent modification(s) of transactions of the Company with related parties, if any.
- Review and monitor auditors' independence and performance and effectiveness of audit process.
- Scrutiny of inter corporate loans and investments.
- Review the Company's financial and Risk Management Policy
- Discussions with internal auditors of any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of MR-3control systems of a material nature and reporting the matter to the board.
- Valuation of Undertakings or assets of the Company where it is necessary.
- To review the functioning of the Whistle Blower / Vigil mechanism.
- Evaluation of Internal Financial control and risk management system.

The Audit Committee during the year has approved the overall framework for RPTs, the Policy on dealing with the RPTs, the policy on materiality of RPTs and the criteria for granting ominous approval in line with the policy ofdealing with RPTs in accordance with provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

3.2 Nomination & Remuneration Committee

The Board of Directors of the Company has constituted a Nomination & Remuneration Committee which is responsible for determining the Company's policy on specific remuneration package for Executive Directors including any compensation payment.

The Company Secretary acts as Secretary to the Committee.

The followings are the members and their attendance at the Committee Meetings during the financial year ended 31st March, 2026:

Name of Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Narsimha Kavadi	Chairman	2	2
Ms. Seema Sarna	Member	2	2
Mr. Gaurav Bohra	Member	2	2

The composition of Nomination and Remuneration Committee as on 31.03.2026 is as under:

Name of Directors	Designation	Nature of Directorship
Mr. Narsimha Kavadi	Chairman	Non-Executive - Independent Director
Ms. Seema Sarna	Member	Non-Executive - Independent Director
Mr. Gaurav Bohra	Member	Managing Director

The terms of reference of Nomination and Remuneration Committee are given below:

- 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;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- 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.
- 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.
  In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting has formulated the Nomination and Remuneration Policy and the policy on Board Diversity of the Company on the recommendation of Nomination & Remuneration Committee.

Nomination & Remuneration Policy of the Company

The Nomination & Remuneration Policy of Devoted Construction Private Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The Policy emphasize on promoting talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel. While designing remuneration packages, industry practices and cost of living are also taken into consideration.

The details of remuneration and perquisites paid to Executive and Non- Executive Directors during the financial year 2025-26 are given below:

Name of Director	Salary	Allowances	Perquisites	Contributionto PF	Sitting Fee	Total
						(in Lacs)
	Category A – Executive Directors					
Mr. Gaurav Bohra	Nil	-	-	-	-	-
	Category B – Non-Executive Independent Directors/ Non-ExecutiveDirectors					
Mr. Suresh Bohra	Nil	-	-	-	-	-
Mrs. Seema Sarna	Nil	-	-	-	-	-

3.3 Stakeholders Relationship Committee

Pursuant to provisions of Section 178(5) of the Companies Act, 2013, "Stakeholders Relationship Committee" was formed by the Board. The scope of the Stakeholders Relationship Committee shall be to consider and resolve the grievances of security holders of company. This Committee looks into transfer and transmission of shares/debentures/bonds etc., issue of duplicate share certificates, issue of shares on re-materialization, consolidation and sub-division of shares and investors' grievances. This Committee particularly looks into the investors grievances and oversees the performance of the Share Department /Share Transfer Agent and to ensure prompt and efficient investors' services.

The Company Secretary acts as Secretary to the Committee.

The followings are the members and their attendance at the Committee Meetings during the financial year ended 31st March, 2026:

Name of Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Narsimha Kavadi	Chairman	1	1
Ms. Seema Sarna	Member	1	1
Mr. Gaurav Bohra	Member	1	1

The composition of Stakeholders Relationship Committee as on 31.03.2026 is as under:

Sl. No.	Name	Designation	Nature of Directorship
1.	Mr. Narsimha Kavadi	Chairman	Non –Executive and Independent Director
2.	Mr. Gaurav Bohra	Member	Executive Director
3.	Mrs. Seema Sarna	Member	Non- Executive and Independent Director

The terms of reference of Share Transfer & Investors Grievance Committee are given below:

i. Efficient transfer/transmission of shares including review of cases for refusal of transfer /transmission of shares and debentures.
ii. Overseeing the performance of Share Transfer Agent.
iii. Recommend methods to upgrade the standard of Services to the investors
iv. Redressal of investors' complaints.
v. Issue of duplicate / split / consolidated share certificates.
vi. Dematerialize or Rematerialize the Share Certificates

More details on share transfers, investors' complaints, etc. are given in the shareholder information section of this report.

3.4 Details of pecuniary relationship/transactions of the Non – Whole Time Directors/their Firms & Companies vis-à-vis the Company during the financial year 2025-2026.

NIL

4. General Body Meetings

Location and time where General Meetings held in the last 3 years are given below:

Year	AGM	Location	Date	Time
2024-25	AGM	Delhi	30-09-2025	02:30 P.M.
2023-24	AGM	Delhi	30-09-2024	02:30 P.M.
2022-23	AGM	Delhi	29-09-2023	02:30 P.M.

The following resolutions were passed as Special Resolutions in previous three years AGMs/ EGMs:

Year	AGM/EGM	Subject Matter of Special Resolution	Date	Time
2024-25	AGM	No Special Resolution was passed.	30-09-2025	02:30 P.M.
2023-24	AGM	No Special Resolution was passed.	30-09-2024	02:30 P.M.
2022-23	AGM	No Special Resolution was passed.	29-09-2023	02:30 P.M.

No Special resolution was put through postal ballot during the financial year 2025-26 None of the business proposed to be transacted in the ensuing Annual General Meeting (AGM) require passing a Special Resolution through postal ballot.

5. Disclosures on materially significant related party transactions that may have potential conflict with theinterest of the Company at large.

None of the materially significant transactions with any of the related parties were in conflict with the interest of the Company. Attention of the members is drawn to the disclosures of transactions with related parties set out in note no. 21 of the Standalone Financial Statements forming part of the Annual Report.

6. Details of non-compliance by the Company, penalties, structures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Penalties were imposed during the F.Y. 2021-22.

1. *Company fails to furnish statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter on a quarterly basis, within twenty-one days from the end of each quarter for the quarter ended 31st March, 2022 and BSE has levied the penalty of Rs. 60,000 for delay of 60 days in submission of the report. Thus, as on date, the fine of Rs. 48,380 is still pending to be paid by the Company.*

2. *Company fails to furnish statement showing holding of securities and shareholding pattern separately for each class of securities, in the format specified by the Board on a quarterly basis, within twenty-one days from the end of each quarter for the quarter ended 31st March, 2022 and BSE has levied the penalty of Rs. 1,20,000 for delay of 60 days in submission of the report. Thus, as on date, the fine of Rs. 96,760 is still pending to be paid by the Company.*

Non-compliance during the F.Y. 2022-23:

1. *The Company has non-complied the provisions of regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for two consecutive quarters i.e., March 2022 & June 2022 and BSE has suspended the trading in the securities of the Company w.e.f. November 21, 2022. Also, the entire shareholding of the Promoters had been frozen during the suspension period.*

   As on date the company has made good the compliances and has made the application for revocation of suspension of trading in securities to the BSE, and the same is under process.

   By way of Notice no. LIST/COMP/AJ/SCN/252/2023-24 dated June 26, 2023, a show cause notice in the matter of compulsory delisting of securities of the Company has been received by the Company from BSE Ltd for the non-compliances under Schedule III of the Companies Act, 2013, sub-regulation (3) of Regulation 33 of the SEBI (LODR) Regulations, 2015, Circular no. SEBI/HO/CFD/PoD-1/P/CIR/2022/92 dated June 30, 2022, Regulation 76 of SEBI (Depositories & Participants) Regulations, 2018.

   As on date the company has made good the compliances and has made the application for revocation of suspension of trading in securities to the BSE, and the same is under process.

7. Vigil Mechanism and Whistle Blower Policy of the Company

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through this policy envisages to encourage the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds and things which the management or any superior may indulge in. This Policy has been circulated to employees of the Company and is also available on Company's Website. No employee of the Company is denied access to the Audit Committee.

8. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

Company has complied with mandatory requirement of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

9. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed there under, M/S MZ & Associates, Practicing Company Secretaries has been appointed as the Secretarial Auditorof the Company to carry out the secretarial audit for the year ending 31st March, 2026.

10. Secretarial Certificates

A Secretarial Audit Report given by the Secretarial Auditors in Form No. MR-3 is annexed with this Report as **ANNEXURE – B.** Management has given the proper reply to the reservations or adverse remarks made by Secretarial Auditors in their Report.

11. Reconciliation and Share Capital Audit

(i) Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and [(Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018]. with the Stock Exchanges, certificates, on quaterly basis, have been issued by a Company Secretary in-Practice for due compliance of share transfer formalities by the Company.

(ii) A Company Secretary in-Practice carried out a reconciliation of Share Capital Audit to reconcile the total admitted share capital with National Securities Depository Limited and Central Depository Service (India)

Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid- up capital is in agreement with the aggregate of the total number of shares in physical form and total number of shares in dematerialized form (held with Depositories).

12. Compliance certification

The Director (Finance) and Chief Financial Officer (CFO) of the Company gives annual certifications on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

13. Means of Communications

The Company's website **www.devotedconstruction.com** contains Annual Reports, Financial Results, ShareholdingPattern, etc. Management Discussions and Analysis forms part of the Directors' Report, which is posted to the shareholders of the Company.

14. Code of conduct for Board Members and Senior Management Personnel

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel and the same has been posted on the Company's website. The Directors and the Senior Management Personnel affirm the Compliance of the Code annually. A certificate to this effect is attached to this Report duly signed by the as Director (Finance).

15. Shares/Convertible Instruments held by Non-Executive Directors:

a. Mr. Suresh Bohra – Non-Executive Non-Independent Director – Holds 6,07,000 Shares
b. Mr. Pushpendra Surana – Non-Executive Non-Independent Director – Holds 87,000 Shares

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GENERAL SHAREHOLDER'S INFORMATION

1.	**AGM Date, Time and Venue**	:	30th September, 2026 at 02:30 P.M. M-55, 3rd Floor, Greater Kailash-II, New Delhi-110048
2.	**Financial Year**	:	01st April 2025 to 31st March, 2026
3.	**Date of Book Closing**	:	23rd September, 2026 to 30th September, 2026
4.	**Dividend Payment Date**	:	NA
5.	**Listing on Stock Exchanges**	:	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street FortMumbai 400001
6.	**Status of Listing Fees**	:	Paid for FY 2025-2026
7.	**Registered Office**	:	M-55, Third Floor Greater Kailash –II, New Delhi 110048
8.	**Corporate Office**	:	M-55, 3rd Floor, M Block Market Greater Kailash –II, New Delhi 110048
9.	**CIN**	:	L45500DL2016PLC299428
10.	**Website/Email**	:	www.devotedconstruction.com
11.	**Depositories**	:	**National Securities Depository Ltd. (NSDL)** 4th Floor, 'A' Wing, Trade World, Kamla Mills Compound,Senapati Bapat Marg, Lower Parel Mumbai - 400 013 Tel: +91-22-24994200, Fax: +91-22-24972993 **Central Depository Services (India) Ltd. (CDSL)** Phiroze Jeejeebhoy Towers 28th Floor,Dalal Street Mumbai - 400 023 Tel: +91-22-22723333, Fax: +91-22-22723199
12.	**ISIN**	:	INE061Z01011
13.	**Registrar and Transfer Agents**	:	Skyline Financial Services Private Limited

14. Members are requested to correspond with the Company's Registrar & Transfer Agents- Skyline Financial Services Private Limited quoting their folio no./DP ID/Client ID No at the following address:

Skyline Financial Services Private Limited:
D-153A, First Floor, Okhla Industrial Area, Phase-1, New Delhi-110020Telephone Number: 011-64732681 88
Fax Number: -011-26812682, Email: info@skylinerta.com

15. Share Transfer System

Share Transfer in physical form can be lodged with Skyline Financial Services Private Limited at the above-mentioned address. Such Transfer is normally completed within 15 days from the date of receipt. The Company Secretary is duly empowered to approve transfer of shares.

The Total Number of shares transferred in physical form during the financial year 2025-26:

Number of Transfer Deeds	Nil
Number of Shares	Nil

16. Investor's complaints received during the financial year 2025-26:

There were no investor grievances remaining unattended/pending as at 31st March, 2026.

17. Distribution of Shareholding as on 31st March, 2026:

No. of ordinary Shares	No. of Shareholders	Percentage of total Shareholders	Shares Amount (Rs)	Percentage of total Shareholdings
Up To 5,000	1	1.43	0.00	0.00
5001 To 10,000	0	0.00	0.00	0.00
10001 To 20,000	0	0.00	0.00	0.00
20001 To 30,000	38	54.29	114000.00	3.80
30001 To 40,000	0	0.00	0.00	0.00
40001 To 50,000	0	0.00	0.00	0.00
50001 To 1,00,000	6	8.57	45000.00	1.50
1,00,000 and Above	25	35.71	2842080.00	94.70
Total	**70**	**100.00**	**3001080.00**	**100.00**

18. Categories of Shareholdings as on 31st March, 2026:

S. No.	Category	Shares	%
A	**Promoters Holding**		
1	Indian Promoters	15,94,080	53.12%
2	Foreign Promoters	-	-
Sub Total (A)		**15,94,080**	**53.12%**
B	**Public Shareholding**		
1	**Institutional Investors**	-	-
a)	Mutual Funds & UTI	-	-
b)	Banks, Financial Institutions, Institutions/Non-Government Institutions)	-	-
c)	Foreign Institutional Investors	-	-
Sub Total (B1)		**0.00**	**0.00%**
2	**Non-Institutional Investors**		
a)	Body Corporate	10,02,000	33.39%
b)	Indian Public	4,02,000	13.39%
c)	NRIs		
d)	Any other		
i)	Foreign Banks	-	-
ii)	HUF	3,000	0.10%
iii)	Trusts	-	-
iv)	OCBs		
	Sub Total (B2)	**14,07,000**	**46.88%**
	Total public Shareholding (B=B1+B2)	**14,07,000**	**46.88%**
C	**Shares held by Custodian and against which depository receipts have been issued**	**-**	**-**
GRAND TOTAL (A+B+C)		**30,01,080**	**100%**

19. Dematerialization of Shares

Trading in the Equity Shares of the Company is only permitted in the dematerialized form as per the Securities and Exchange Board of India (SEBI) circular dated 29th May, 2000.

The Company has established connectivity with both the Depositories viz. National Security Depository Ltd. (NSDL) as well as Central Depository Services (India) Ltd. (CDSL) to facilitate the demat trading. As on 31st March, 2026, the 100 % of the Company Share's Capital is in dematerialized form.

Month	BSE Limited	
	Highest (in Rs)	Lowest (in Rs)
Apr-2025	-	-
May-2025	-	-
Jun-2025	-	-
July-2025	-	-
Aug-2025	-	-
Sep-2025	-	-
Oct-2025	-	-
Nov-2025	-	-
Dec-2025	-	-
Jan-2026	-	-
Feb-2026	-	-
Mar-2026	-	-

21. Stock Codes: BSE: 542002

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

I, Suresh Bohra, Director of Devoted Construction Limited, hereby declare that all Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct as on 31st March, 2026.

SD/-
Suresh Bohra
Director
DIN: 00093343

Date: 07.09.2026
Place: New Delhi

DEVOTED CONSTRUCTION LIMITED

CIN: L45500DL2016PLC299428

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant To Regulation 34(3) And Schedule V Para C Clause (10)(I) Of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015)

To,
The Members of
DEVOTED CONSTRUCTION LIMITED
M-55, 3rd Floor, Greater Kailash II,New Delhi 110048

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **DEVOTED CONSTRUCTION LIMITED** having CIN: L45500DL2016PLC299428 and having registered office at M-55, 3rd Floor, Greater Kailash II, New Delhi 110048 , (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Suresh Bohra	00093343	10/05/2016
2.	Mr. Gaurav Bohra	05185216	18/04/2019
3.	Mr. Narsimha Kavadi	08145297	29/05/2019
4.	Mrs. Seema Sarna	08827973	04/09/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 07.09.2026
Place: New Delhi

For MZ & Associates
Company Secretaries

SD/-
CS Mohd Zafar
Partner
Membership No.: 9184
COP: 13875
UDIN: F009184H0013991

DEVOTED CONSTRUCTION LIMITED

CIN: L45500DL2016PLC299428

COMPLIANCE CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members
Devoted Construction Limited
Add: M-55,3rd Floor, M-Block Market,
Greater Kailash-II, New Delhi-110048

1. As per Regulation 15 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the compliance with the corporate governance provisions as specified in Regulation 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and classes (b) to (i) and (1) of sub-regulation (2) of Regulation 46 and para C. D and E of Schedule V shall not apply, in respect of

a. The listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty-five crore, as on the last day of previous financial year.

b. The listed entity which has listed its specified securities on the SME Exchange.

The company, Devoted Construction Limited has listed its specified securities on SME Exchange. As the company falls under the ambit of the aforesaid exemption, a compliance with the Corporate Governance specified in the aforesaid Regulation **shall not be applicable** to the Company.

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

3. The company also undertakes that whenever this regulation becomes applicable at a later date, the company will comply with the requirements of the above regulations within six months from the date on which the provision becomes applicable to the company.

Sr. No.	Compliance Requirement	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	*As per **section 138 of The Companies Act, 2013** read along with The **Companies (Accounts) Rules, 2014** such class or classes of companies as **may be prescribed** shall be required to appoint an internal auditor, who shall either be a chartered accountant or a cost accountant, or such other professional as may be decided by the Board to conduct internal audit of the functions and activities of the company.* *As per **Rule 13 of The Companies (Accounts) Rules**, 2014 Every Listed Company and other class of Companies are required to appoint an internal auditor*	*The company has not appointed an internal auditor since FY 2024-25 and the Non-Compliance continues as on date.*	*The company has not complied with Section 138 of The Companies Act, 2013 read along with The Companies (Accounts) Rules, 2014 by not appointing the internal auditor in the company during the period under review. The company has not appointed an internal auditor since FY 2024-25 and the Non-Compliance continued for the second consecutive financial; year, including FY 2025-26. The Company is advised to appoint an Internal auditor at the earliest to ensure*

			compliance. .

Trading in securities of the companies has been suspended w.e.f. November 21, 2022 on account of non-compliance with Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 and the company has made the application for revocation of suspension of trading in securities to the BSE but same is still pending as case is under process with listing team operation.

Further, the Company submitted its reply/representation against the proposed delisting notice to BSE on 22 April 2026, confirming payment of all outstanding processing fees, reinstatement fees, annual listing fees and SEBI SOP fines, along with submission of the requisite documents for revocation of suspension.

Date: 07.09.2026
Place: New Delhi

For MZ & Associates
Company Secretaries

SD/-
CS Mohd Zafar
Partner
Membership No.: 9184
COP: 13875
UDIN: F009184H001399177