

INTEGRATED GOVERNANCE REPORT

COSMO FIRST LTD.	
Scrip Code :508814	Quarter Ending: March 31, 2025

<u>General Information about the Company</u>	
Scrip code	508814
NSE Symbol	COSMOFIRST
MSEI Symbol	NOTLISTED
ISIN	INE757A01017
Name of the entity	COSMO FIRST LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter Type	Yearly
Date of Quarter Ending	31-03-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes

Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No (There has been no acquisition requiring disclosure on a quarterly basis, in terms of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 31st December2024)
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No (There have been no updates on material tax litigations / disputes during the quarter (other than what has been disclosed to the stock exchanges) in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 31st December 2024)
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No (There is no disclosure required in terms of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 31st December2024)
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities
Is SCORE ID Available ?	Yes
SCORE Registration ID	c00201
Reason For No SCORE ID	
Type of Submission	Original

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Reappointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	ASHOK JAIPURIA	Executive Director	10-10-1976	02-04-2024	-	-	2	0	0
Mr	ANIL KUMAR JAIN	Executive Director	24-05-2011	01-10-2024	-	-	1	1	1
Ms	ALPANA PARIDA	Non-Executive - Independent Director	14-02-2014	15-05-2024	-	71.00	2	3	1
Mr	HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director	22-05-2015	22-05-2020	-	118.00	1	1	0
Mr	PRATIP CHAUDHURI	Non-Executive - Independent Director	10-11-2014	11-02-2025	-	2.00	2	2	0
Mr	RAKESH NANGIA	Non-Executive - Independent Director	10-11-2020	10-11-2020	-	53.00	1	0	1
Mr	ANIL WADHWA	Non-Executive - Independent Director	23-05-2018	23-05-2023	-	83.00	2	3	0
Mr	ARJUN SINGH	Non-Executive - Independent Director	27-10-2021	27-10-2021	-	41.00	1	0	0
Mr	YASH PAL SYNGAL	Non-Executive - Independent Director	08-11-2023	08-11-2023	-	17.00	1	0	1
Ms.	YAMINI KUMAR	Executive Director	12-02-2025	12-02-2025	-		1	1	0

Composition of Committee

Audit Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
RAKESH NANGIA	Non-Executive - Independent Director, Chairperson	10-11-2020	-
ANIL WADHWA	Non-Executive - Independent Director, Member	15-05-2019	-
PRATIP CHAUDHURI	Non-Executive - Independent Director, Member	10-11-2014	-
ARJUN SINGH	Non-Executive - Independent Director, Member	15-05-2024	-
YAMINI KUMAR	Executive Director, Member	12-02-2025	-

Nomination & Remuneration Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director, Chairperson	13-02-2019	11-02-2025
ASHOK JAIPURIA	Executive Director, Member	06-05-2003	-
ALPANA PARIDA	Non-Executive - Independent Director, Member	15-05-2024	-
ARJUN SINGH	Non-Executive - Independent Director, Member	15-05-2024	11-02-2025
YASH PAL SYNGAL	Non-Executive - Independent Director, Member	11-02-2025	-
ARJUN SINGH	Non-Executive - Independent Director, Chairperson	11-02-2025	-

Stakeholders Relationship Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director, Chairperson	15-05-2024	11-02-2025
ANIL KUMAR JAIN	Executive Director, Member	15-05-2019	-
YASH PAL SYNGAL	Non-Executive - Independent Director, Member	15-05-2024	11-02-2025
YASH PAL SYNGAL	Non-Executive - Independent Director, Chairperson	11-02-2025	-
HOSHANG NOSHIRWAN SINOR	Non-Executive - Independent Director, Member	11-02-2025	-

Risk Management Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
ASHOK JAIPURIA	Executive Director, Chairperson	20-05-2021	-
ANIL KUMAR JAIN	Executive Director, Member	20-05-2021	-
ARJUN SINGH	Non-Executive - Independent Director, Member	27-10-2021	-
YASH PAL SYNGAL	Non-Executive - Independent Director, Member	15-05-2024	-
PANKAJ PODDAR	Chief Executive Officer, Member	20-05-2021	-
NEERAJ JAIN	Chief Financial Officer, Member	20-05-2021	-

Corporate Social Responsibility Committee			
Name of Committee Members	Category	Date of Appointment	Date of Cessation
ANIL WADHWA	Non-Executive - Independent Director, Chairperson	10-11-2020	-
ASHOK JAIPURIA	Executive Director, Member	14-02-2014	-
ALPANA PARIDA	Non-Executive - Independent Director, Member	14-02-2014	-
ANIL KUMAR JAIN	Executive Director, Member	15-05-2019	-
YASH PAL SYNGAL	Non-Executive - Independent Director, Member	15-05-2024	-
YAMINI KUMAR	Executive Director, Member	12-02-2025	-

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	Maximum gap between any two consecutive (in number of days)
13-11-2024	-	0
-	11-02-2025	89
-	27-03-2025	43

Meeting of Committees

Name of Committee	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 (details)	Maximum gap between any two consecutive (in number of days)
Risk Management Committee	09-10-2024	-	Yes,	-
Risk Management Committee	-	31-03-2025	Yes,	-
Audit Committee	13-11-2024	-	Yes,	-
Audit Committee	-	11-02-2025	Yes,	89
Nomination and Remuneration committee	13-11-2024	-	Yes,	-
Nomination and Remuneration committee	-	11-02-2025	Yes.	89
Stakeholders Relationship Committee	13-11-2024	-	Yes,	-
Stakeholders Relationship Committee	-	11-02-2025	Yes,	89
Corporate Social Responsibility Committee	-	27-03-2025	Yes,	43

Affirmations

<u>Details of Cyber Security Incidence</u>			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No	
Date of the event	-	Brief details of the event	-

Affirmations

Subject	Compliance status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee	Yes
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
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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Website Affirmations

Item	Compliance status (Yes/No/NA)	Details of Non-Compliance
Details of business	Yes	
Memorandum of Association and Articles of Association	Yes	
Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	

Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Email address for grievance redressal and other relevant details	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes	
Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes	
New name and the old name of the listed entity	Yes	
Advertisements as per regulation 47 (1)	Yes	
Credit rating or revision in credit rating obtained	Yes	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
Secretarial Compliance Report	Yes	
Materiality Policy as per Regulation 30 (4)	Yes	
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	
Disclosures under regulation 30(8)	Yes	
Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
Dividend Distribution policy as per Regulation 43A(1)	Yes	
Annual return as provided under section 92 of the Companies Act, 2013	Yes	
Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes	
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	

Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b)	Yes	-
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	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 Directorships	17A	Yes	-
Composition of Audit Committee	18(1)	Yes	-
Meeting of Audit Committee	18(2)	Yes	-
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	-
Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
Role of Nomination and Remuneration Committee	19(4)	Yes	-
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	-
Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-

Role of Stakeholders Relationship Committee	20(4)	Yes	-
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
Meeting of Risk Management Committee	21(3A)	Yes	-
Quorum of Risk Management Committee meeting	21(3B)	Yes	-
Gap between the meetings of the Risk Management Committee	21(3C)	Yes	-
Vigil Mechanism	22	Yes	-
Policy for related party Transaction	23(1), (1A), (5), (6), & (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)	NA	-
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
Alternate Director to Independent Director	25(1)	NA	-
Maximum Tenure	25(2)	Yes	-
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	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	-
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	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	-
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	-

Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	-
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Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

Signatory Details

Name of Signatory	JYOTI DIXIT
Designation of person	Company Secretary and Compliance Officer

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Imposition of Fine or Penalty

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Assistant Commissioner of GST, New Delhi	The assessing authority has levied a penalty of INR 75,450 for availment of excess/ ineligible input tax credit	21-02-2025	Alleged availment of excess/ ineligible input tax credit	NIL
Department of Legal Metrology, Govt. of Karnataka	Penalty of Rs. 6000 has been levied by the Department of Legal Metrology, Govt. of Karnataka for PetCare (Zigly) Retail store at Kormangala, Bengaluru.	10-01-2025	Department alleged non calibration of the weighing machine at Zigly Kormangala, Bengaluru Retail Store	The financial impact of the Order is to the extent of the penalty levied. There is no impact on operations or other activities of the Company due to the Order.
Municipal Corporation of Delhi	Penalty of Rs. 5000 has been levied by the Municipal Corporation of Delhi for PetCare (Zigly) Retail store at Green Park, Delhi.	22-02-2025	Department issued Challan for the Zigly store at Green Park, Delhi, pertaining to deposited dogs hair cut / groomed hair and refuse waste on public land and 2 small advertisement board causing nuisance to the public and create obstruction in sanitation work.	The financial impact of the Order is to the extent of the penalty levied. There is no impact on operations or other activities of the Company due to the Order.