

# Corporate Governance

General information about company	
Scrip Code	543669
NSE Symbol	RUSTOMJEE
MSEI Symbol	NA
ISIN	INE263M01029
Name of the entity	Keystone Realtors Limited
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Half Yearly
Date of Report	30-Sep-2024
Risk management committee	Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

Disqualification of Directors under section 164 of the

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification
1	Mr.	Boman Rustom Irani	AADPI6172L	00057543	Executive Director	Chairperson	MD	14-Jun-1969	No		
2	Mr.	Chandresh Dinesh Mehta	AAEPM9694C	00057575	Executive Director	Not Applicable		19-Feb-1969	No		
3	Mr.	Percy Sorabji Chowdhry	AAFPC4467Q	00057529	Executive Director	Not Applicable		14-Feb-1971	No		
4	Mr.	Ramesh Dungarmal Tainwala	AAAPT9296K	00234109	Non-Executive - Independent Director	Not Applicable		08-Sep-1959	No		
5	Mr.	Rahul Gautam Divan	AACPD3223G	00001178	Non-Executive - Independent Director	Not Applicable		25-Dec-1968	No		
6	Mrs.	Seema Pyari Mohan Mohapatra	AGLPM7932N	02608087	Non-Executive - Independent Director	Not Applicable		16-Jul-1969	No		



**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

<b>Audit Committee Details</b>	
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Whether the Audit Committee has a Regular Chairperson	Yes
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00001178	Rahul Gautam Divan	Non-Executive - Independent Director	Chairperson	11-May-2022		
2	00234109	Ramesh Dungarmal Tainwala	Non-Executive - Independent Director	Member	11-May-2022		
3	02608087	Secma Pyari Mohan Mohapatra	Non-Executive - Independent Director	Member	09-May-2024		
4	00057543	Boman Rustom Irani	Executive Director	Member	11-May-2022		

**Nomination and remuneration committee**

Whether the Audit Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00234109	Ramesh Dungarmal Tainwala	Non-Executive - Independent Director	Chairperson	11-May-2022		
2	00001178	Rahul Gautam Divan	Non-Executive - Independent Director	Member	11-May-2022		
3	02608087	Seema Pyari Mohan Mohapatra	Non-Executive - Independent Director	Member	11-May-2022		

**Stakeholders Relationship Committee**

Whether the Audit Committee has a Regular Chairperson | Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00234109	Ramesh Dungarmal Tainwala	Non-Executive - Independent Director	Chairperson	11-May-2022		
2	00057575	Chandresh Dinesh Mehta	Executive Director	Member	11-May-2022		
3	00057529	Percy Sorabji Chowdhry	Executive Director	Member	11-May-2022		

**Risk Management Committee**

Whether the Audit Committee has a Regular Chairperson Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00057543	Boman Rustom Irani	Executive Director	Chairperson	03-Jun-2022		
2	00057575	Chandresh Dinesh Mehta	Executive Director	Member	03-Jun-2022		
3	00057529	Percy Sorabji Chowdhry	Executive Director	Member	03-Jun-2022		
4	00234109	Ramesh Dungarmal Tainwala	Non-Executive - Independent Director	Member	03-Jun-2022		

**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attend the meeting*
1	15-May-2024			true	6	5	2
2	05-Aug-2024	81		true	6	6	3

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending meeting (other than Board of Directors)
1	Stakeholders Relationship Committee	05-Aug-2024				true	3	3	1	0
2	Nomination and remuneration committee	05-Aug-2024				true	3	3	1	0
3	Risk Management Committee	05-Aug-2024				true	3	3	3	0
4	Audit Committee	15-May-2024				true	4	4	1	0
5	Audit Committee	05-Aug-2024	81			true	4	4	1	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance m be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions

Disclosure of notes of material transaction with related party

**Details of Cyber security incidence**

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

Other details of cyber security incidence or breaches or loss of data event

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr	Date of the event	Brief details of the event
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## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any comments/observations/advice of Board of Directors may be mentioned here:
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**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	BIMAL KISHORE NANDA
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given h
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	0	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	0	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	0	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	0	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	0	
6	Submission of Annual Secretarial Compliance Report	24A(2)	0	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	0	
Any other information to be provided				

**Annexure III**

1	Name of signatory	BIMAL KISHORE NANDA
2	Designation	CEO

### Additional Half yearly Disclosure

Applicability of disclosure	Applicable
Reason for Non Applicability	

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

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	13100000	
Promoter Group or any other entity controlled by them	0	100000	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	

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

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

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

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

#### (D) Additional Information

#### II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	
Name	Sajal Gupta	
Designation	CEO	
Place	Mumbai	
Date	17-Oct-2024	

