None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

15. Board Meetings

During the year under review Four Board Meetings were convened and held on May 20, 2025, August 7, 2025, November 10, 2025 and February 3, 2026.

16. Board Committees & Number of Meetings of Board Committees

The Board has Constituted the following Committees: -

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility and Sustainability Committee *(formerly known as Corporate Social Responsibility Committee)*
5. Risk Management Committee
6. Executive Committee
7. Investment Committee

A detailed disclosure on the Board, its committees, its composition, the detailed charter and brief terms of reference, number of board and committee meetings held, and attendance of the directors at each meeting is provided in the Report on Corporate Governance.

17. Internal Financial Control and its Adequacy

The Company has adequate Internal Financial Control System over financial reporting which ensures that all transactions are authorised, recorded and reported correctly in a timely manner. The Company's Internal Financial Controls over financial reporting provides reasonable assurance over the integrity of financial statements of the Company. The Company has laid down Standard Operating Procedures, Policies and Authority/ Commercial Manual to guide the operations of the business. Functional heads are responsible for ensuring compliance with all laws and regulations and also with the policies and procedures laid down by the management.

The Corporate Accounts team has undertaken advanced digitalisation and automation initiatives in the current year. System based reports and automated accounting for various areas in financial statements have contributed to better accuracy and faster financial reporting.

18. Board Diversity

The Board comprises of an adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Directors are the persons of eminence in areas such as business, industry, finance, law, administration, accounting technology etc. and bring with them experience and skills which add value to the performance of the Board. The Directors are selected purely on the basis of merit with no discrimination on race, color, religion, gender or nationality.

19. Reporting of Frauds

During the year under review, none of the Auditors of the Company has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013, any instances of the fraud committed by the Company, its officers and employees, the details of which would need to be mentioned in the Board Report.

20. Secretarial Standards

The Company has complied with all the applicable provisions of Secretarial Standard on Meetings of Board of Directors (SS-1), Secretarial Standard on General Meetings (SS-2) and other voluntarily adopted Secretarial Standards such as Secretarial Standard on Dividend (SS-3), Secretarial Standard on Report of the Board of Directors (SS-4) issued by Institute of Company Secretaries of India.

21. Significant and Material Orders passed by the Regulators or Courts or Tribunals

During the year under review, there are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the operations of the Company in future.

22. Vigil Mechanism

The Company believes in doing business with integrity and displays zero tolerance for any form of unethical behavior. The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations.

The Whistleblower Policy encourages Directors and employees to bring to your Company's attention, instances of illegal or unethical conduct, actual or suspected incidents of fraud, actions that affect the financial integrity of your Company or actual or suspected instances of leak of unpublished price sensitive information that could adversely impact your Company's operations, business performance and/or reputation. The Policy requires your Company to investigate such incidents, when reported, in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company at the link https://solargroup.s.gy/wbp

23. Prevention of Sexual Harassment of Employees at Workplace

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules framed thereunder, the Company