

Date: May 29, 2026

To Sr. General Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001 Scrip Code: 544744	To Sr. General Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol: POWERICA
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2026 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/ Madam,

Pursuant to Regulation 24A of the SEBI Listing Regulations read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, please find enclosed herewith the Annual Compliance Report for the year ended March 31, 2026 issued by M/s. Martinho Ferrao & Associates, Practicing Company Secretaries.

This will also be hosted on the Company's website at www.powericaltd.com

This is for your information and record.

For Powerica Limited

**Anita Praful
Renuse**

Digitally signed by Anita Praful Renuse
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**Anita Renuse
Company Secretary & Compliance Officer
ACS: 25102**

**SECRETARIAL COMPLIANCE REPORT OF
POWERICA LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2026**

To,
Powerica Limited
9th Floor, Bakhtawar, Nariman Point, Mumbai 400021

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Powerica Limited** (hereinafter referred to as "the Company" or, where context permits, "the Company" post-listing), having its Registered Office at 9th Floor, Bakhtawar, Nariman Point, Mumbai 400021. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of Secretarial Review, we hereby report that the Company has, during the review period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

Clarification Note:

The Company had filed its Draft Red Herring Prospectus (DRHP) with SEBI prior to 31st March 2026. However, the Company was listed on the stock exchanges only on 02nd April 2026. Accordingly, for the financial year ended 31st March 2026, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable to the Company. The applicability of SEBI LODR Regulations commences from the date of listing i.e., 02nd April 2026, and hence has not been considered for the purpose of this Secretarial Compliance Report for the year ended 31st March 2026.

We, Martinho Ferrao & Associates have examined:

- a) all the documents and records made available to us and explanation provided by the Company,
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) all other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended on 31st March, 2026 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and



- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

Not Applicable (*Kindly refer to the note above)

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**hereinafter referred as 'Listing Regulations'**);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- All other regulations and circulars / guidelines issued thereunder and as applicable to the Company from time to time.

and based on the above examination, We, hereby report that, during the Review Period:

- The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulation/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice / Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
N.A.										



- b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2026	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the Company	Remedial actions, if any, taken by the Company	Comments of the PCS on the actions taken by the Company
N.A.						

We hereby report that, during the review period the compliance status of the Company with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	No remarks
2	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	N.A.	N.A.
3	Maintenance and disclosures on Website: - The Company is maintaining a functional website. - Timely dissemination of the documents/ information under a separate section on the website. - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	N.A.	N.A.
4	Disqualification of Director(s): None of the director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	No remarks



5	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	No remarks
6	Preservation of Documents: The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	N.A.	N.A.
7	Performance Evaluation: The Company has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	N.A.	N.A.
8	Related Party Transactions: (a) The Company has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	No remarks
9	Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	N.A.	N.A.
10	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	No remarks
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	No remarks
12	Resignation of statutory auditors from the Company or its material subsidiaries: In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master	N.A.	No such instances during the period



	Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13	No Additional Non-compliances observed: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	There are no additional non compliances

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose

For **Martinho Ferrao & Associates**
Company Secretaries


Martinho Ferrao
Proprietor
FCS No. 6221
C P. No. 5676
PR: 7535/2025
UDIN: F006221H000507271



Place: Mumbai
Date: 27/05/2026