

| General information about company                              |                          |
|--|--------------------------|
| Scrip code   | 531265                   |
| NSE Symbol   |                          |
| MSEI Symbol  |                          |
| ISIN   | INE421E01012             |
| Name of the entity   | PROGREX VENTURES LIMITES |
| Date of start of financial year                                | 01-04-2019               |
| Date of end of financial year                                  | 31-03-2020               |
| Reporting Quarter  | Yearly                   |
| Date of Report   | 31-03-2020               |
| Risk management committee                                      | Not Applicable           |
| Market Capitalisation as per immediate previous Financial Year | Any other                |

## 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 No

Whether Chairperson is related to MD or CEO No

| Name of the Director    | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN |
|-------------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|
| Avnish Sabherwal        | ADKPS6927P | 00427099 | Non-Executive - Independent Director     | Chairperson             |                         | 20-04-1964    | NA  |                                    | 01-04-2014                  |                        |                   | 72                             | 1  | 1   | 1   | 1  |                             |
| Harshvardhan Maheshwari | CEVPM7325B | 07598487 | Non-Executive - Non Independent Director | Not Applicable          |                         | 17-07-1992    | NA  |                                    | 01-08-2016                  |                        |                   | 44                             | 1  | 1   | 1   | 1  |                             |
| Shruti Dange            | ASGPD5778C | 07231455 | Non-Executive - Independent Director     | Not Applicable          |                         | 03-04-1988    | NA  |                                    | 01-06-2015                  |                        |                   | 57                             | 1  | 1   | 1   | 1  |                             |

| <b>Audit Committee Details</b>                        |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |  |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00427099   | Avnish Sabherwal          | Non-Executive - Independent Director     | Chairperson             | 29-09-2019          |                   |         |
| 2   | 07231455   | Shruti Dange              | Non-Executive - Independent Director     | Member                  | 29-09-2019          |                   |         |
| 3   | 07598487   | Harshvardhan Maheshwari   | Non-Executive - Non Independent Director | Member                  | 29-09-2019          |                   |         |

| <b>Nomination and remuneration committee</b>                                |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |  |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07231455   | Shruti Dange              | Non-Executive - Independent Director     | Chairperson             | 29-09-2019          |                   |         |
| 2   | 00427099   | Avnish Sabherwal          | Non-Executive - Independent Director     | Member                  | 29-09-2019          |                   |         |
| 3   | 07598487   | Harshvardhan Maheshwari   | Non-Executive - Non Independent Director | Member                  | 29-09-2019          |                   |         |

| <b>Stakeholders Relationship Committee</b>                                |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |  |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07598487   | Harshvardhan Maheshwari   | Non-Executive - Non Independent Director | Chairperson             | 29-09-2019          |                   |         |
| 2   | 07231455   | Shruti Dange              | Non-Executive - Independent Director     | Member                  | 29-09-2019          |                   |         |
| 3   | 00427099   | Avnish Sabherwal          | Non-Executive - Independent Director     | Member                  | 29-09-2019          |                   |         |

| <b>Risk Management Committee</b>                                |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                         |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |

| <b>Corporate Social Responsibility Committee</b>                                |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |  |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00427099   | Avnish Sabherwal          | Non-Executive - Independent Director     | Chairperson             | 29-09-2019          |                   |         |
| 2   | 07231455   | Shruti Dange              | Non-Executive - Independent Director     | Member                  | 29-09-2019          |                   |         |
| 3   | 07598487   | Harshvardhan Maheshwari   | Non-Executive - Non Independent Director | Member                  | 29-09-2019          |                   |         |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| Annexure 1   |   |  |   |                              |  |                              |   |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Annexure 1   |   |  |   |                              |  |                              |   |
| III. Meeting of Board of Directors                               |   |  |   |                              |  |                              |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |                              |  |                              |   |
| 1  | 09-11-2019  |  |   |                              | Yes  | 3                            | 2   |
| 2  |   | 10-01-2020   | 61  |                              | Yes  | 3                            | 2   |
| 3  |   | 13-02-2020   | 33  |                              | Yes  | 3                            | 2   |

| Annexure 1   |   |   |   |                         |                               |  |                              |   |
|--|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees                                |   |   |   |                         |                               |  |                              |   |
| Disclosure of notes on meeting of committees explanatory |   |   |   |                         |                               |  |                              | No. of Independent Directors attending the meeting* |
| 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) | Number of Directors present* |   |
| 1  | Audit Committee                           | 09-11-2019  |   |                         |                               | Yes  | 3                            | 2   |
| 2  | Nomination and remuneration committee     | 09-11-2019  |   |                         |                               | Yes  | 3                            | 2   |
| 3  | Stakeholders Relationship Committee       | 09-11-2019  |   |                         |                               | Yes  | 3                            | 2   |
| 4  | Corporate Social Responsibility Committee | 09-11-2019  |   |                         |                               | Yes  | 3                            | 2   |
| 5  | Audit Committee                           | 10-01-2020  | 61  |                         |                               | Yes  | 3                            | 2   |
| 6  | Nomination and remuneration committee     | 10-01-2020  |   |                         |                               | Yes  | 3                            | 2   |

| Annexure 1                |   |   |   |                         |                               |  |                              |   |
|---------------------------|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees |   |   |   |                         |                               |  |                              |   |
| 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) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 7                         | Stakeholders Relationship Committee       | 10-01-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 8                         | Corporate Social Responsibility Committee | 10-01-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 9                         | Audit Committee                           | 13-02-2020  | 33  |                         |                               | Yes  | 3                            | 2   |
| 10                        | Nomination and remuneration committee     | 13-02-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 11                        | Stakeholders Relationship Committee       | 13-02-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 12                        | Corporate Social Responsibility Committee | 13-02-2020  |   |                         |                               | Yes  | 3                            | 2   |

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

| 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 500 listed entities) | NA                         |
| 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                        |

| Annexure 1 |                   |                         |
|------------|-------------------|-------------------------|
| Sr         | Subject           | Compliance status       |
| 1          | Name of signatory | Harshvardhan Maheshwari |
| 2          | Designation       | Director                |

| <b>Annexure II</b>   |   |                               |  |                         |
|--|---|-------------------------------|--|-------------------------|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |                         |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |                         |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address             |
| 1  | Details of business   | Yes                           |  | www.progressivecorp.net |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | www.progressivecorp.net |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | www.progressivecorp.net |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.progressivecorp.net |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | www.progressivecorp.net |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | www.progressivecorp.net |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | www.progressivecorp.net |
| 8  | Policy for determining 'material' subsidiaries                          | Yes                           |  | www.progressivecorp.net |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | www.progressivecorp.net |

| <b>Annexure II</b>   |  |                               |  |                         |
|--|--|-------------------------------|--|-------------------------|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |  |                               |  |                         |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |  |                               |  |                         |
| Sr   | Item   | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address             |
| 10   | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | Yes                           |  | www.progressivecorp.net |
| 11   | email address for grievance redressal and other relevant details   | Yes                           |  | www.progressivecorp.net |
| 12   | Financial results  | Yes                           |  | www.progressivecorp.net |
| 13   | Shareholding pattern   | Yes                           |  | www.progressivecorp.net |
| 14   | Details of agreements entered into with the media companies and/or their associates  | Yes                           |  | www.progressivecorp.net |
| 15   | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes                           |  | www.progressivecorp.net |
| 16   | New name and the old name of the listed entity   | Yes                           |  | www.progressivecorp.net |
| 17   | Advertisements as per regulation 47 (1)  | Yes                           |  | www.progressivecorp.net |
| 18   | Credit rating or revision in credit rating obtained  | NA                            |  |                         |
| 19   | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | NA                            |  |                         |
| 20   | Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes                           |  | www.progressivecorp.net |
| 21   | Materiality Policy as per Regulation 30  | Yes                           |  | www.progressivecorp.net |
| 22   | Dividend Distribution policy as per Regulation 43A (as applicable)   | NA                            |  |                         |
| 23   | It is certified that these contents on the website of the listed entity are correct  | Yes                           |  | www.progressivecorp.net |

| <b>Annexure II</b>             |   |                        |                               |  |
|--------------------------------|---|------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                        |                               |  |
| Sr                             | Particulars   | Regulation Number      | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                              | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)       | Yes                           |  |
| 2                              | Board composition   | 17(1), 17(1A) & 17(1B) | Yes                           |  |
| 3                              | Meeting of Board of directors   | 17(2)                  | Yes                           |  |
| 4                              | Quorum of Board meeting   | 17(2A)                 | Yes                           |  |
| 5                              | Review of Compliance Reports  | 17(3)                  | Yes                           |  |
| 6                              | Plans for orderly succession for appointments   | 17(4)                  | Yes                           |  |
| 7                              | Code of Conduct   | 17(5)                  | Yes                           |  |
| 8                              | Fees/compensation   | 17(6)                  | Yes                           |  |
| 9                              | Minimum Information   | 17(7)                  | Yes                           |  |
| 10                             | Compliance Certificate  | 17(8)                  | Yes                           |  |

| <b>Annexure II</b>             |   |                       |                               |  |
|--------------------------------|---|-----------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                       |                               |  |
| Sr                             | Particulars   | Regulation Number     | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11                             | Risk Assessment & Management                            | 17(9)                 | Yes                           |  |
| 12                             | Performance Evaluation of Independent Directors         | 17(10)                | Yes                           |  |
| 13                             | Recommendation of Board                                 | 17(11)                | Yes                           |  |
| 14                             | Maximum number of Directorships                         | 17A                   | Yes                           |  |
| 15                             | Composition of Audit Committee                          | 18(1)                 | Yes                           |  |
| 16                             | Meeting of Audit Committee                              | 18(2)                 | Yes                           |  |
| 17                             | Composition of nomination & remuneration committee      | 19(1) & (2)           | Yes                           |  |
| 18                             | Quorum of Nomination and Remuneration Committee meeting | 19(2A)                | Yes                           |  |
| 19                             | Meeting of Nomination and Remuneration Committee        | 19(3A)                | Yes                           |  |
| 20                             | Composition of Stakeholder Relationship Committee       | 20(1), 20(2) & 20(2A) | Yes                           |  |

| Annexure II             |   |                              |                               |  |
|-------------------------|---|------------------------------|-------------------------------|--|
| II. Annual Affirmations |   |                              |                               |  |
| Sr                      | Particulars   | Regulation Number            | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21                      | Meeting of Stakeholders Relationship Committee                                      | 20(3A)                       | Yes                           |  |
| 22                      | Composition and role of risk management committee                                   | 21(1),(2),(3),(4)            | Yes                           |  |
| 23                      | Meeting of Risk Management Committee  | 21(3A)                       | Yes                           |  |
| 24                      | Vigil Mechanism   | 22                           | Yes                           |  |
| 25                      | Policy for related party Transaction  | 23(1),(1A),(5),(6),(7) & (8) | Yes                           |  |
| 26                      | Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)                   | Yes                           |  |
| 27                      | Approval for material related party transactions                                    | 23(4)                        | Yes                           |  |
| 28                      | Disclosure of related party transactions on consolidated basis                      | 23(9)                        | Yes                           |  |
| 29                      | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                        | Yes                           |  |
| 30                      | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6)      | Yes                           |  |

| Annexure II             |   |                   |                               |  |
|-------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations |   |                   |                               |  |
| Sr                      | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 31                      | Annual Secretarial Compliance Report  | 24(A)             | Yes                           |  |
| 32                      | Alternate Director to Independent Director  | 25(1)             | Yes                           |  |
| 33                      | Maximum Tenure  | 25(2)             | Yes                           |  |
| 34                      | Meeting of independent directors  | 25(3) & (4)       | Yes                           |  |
| 35                      | Familiarization of independent directors  | 25(7)             | Yes                           |  |
| 36                      | Declaration from Independent Director   | 25(8) & (9)       | Yes                           |  |
| 37                      | D & O Insurance for Independent Directors   | 25(10)            | Yes                           |  |
| 38                      | Memberships in Committees   | 26(1)             | Yes                           |  |
| 39                      | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)             | Yes                           |  |
| 40                      | Disclosure of Shareholding by Non-Executive Directors   | 26(4)             | Yes                           |  |
| 41                      | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)     | Yes                           |  |
|                         | Any other information to be provided - Add Notes  |                   |                               |  |

| <b>Annexure II</b> |                   |                         |
|--------------------|-------------------|-------------------------|
| 1                  | Name of signatory | Harshvardhan Maheshwari |
| 2                  | Designation       | Director                |

| <b>Annexure II</b>       |  |                                      |
|--------------------------|--|--------------------------------------|
| <b>III. Affirmations</b> |  |                                      |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Compliance status (Yes/No/NA)</b> |
| 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                                  |
|                          | Any other information to be provided   |                                      |

| <b>Annexure II</b> |                   |                         |
|--------------------|-------------------|-------------------------|
| 1                  | Name of signatory | Harshvardhan Maheshwari |
| 2                  | Designation       | Director                |

| <b>Signatory Details</b> |                         |
|--------------------------|-------------------------|
| Name of signatory        | Harshvardhan Maheshwari |
| Designation of person    | Director                |
| Place                    | Bhopal                  |
| Date                     | 11-05-2020              |

