Date: May 29, 2026

To,

BSE Limited,	**The Calcutta Stock Exchange Limited**
P.J. Towers, 1st Floor,	7, Lyons Range,
Dalal Street, Fort,	Dalhousie,
Mumbai - 400 001.	Kolkata 700 001.
Scrip Code: 526530	Scrip Code: 029404

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2026.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report for the year ended March 31, 2026, issued by CS Hemang Satra, Proprietor of Hemang Satra & Associates, Company Secretaries (CP No. 24235). We request you to take on record the same.

Thank you for your attention.

Yours faithfully,
For **IIRM Holdings India Limited**

VURAKARANAM RAMAKRISHNA

Digitally signed by VURAKARANAM RAMAKRISHNA
Date: 2026.05.29 17:38:15 +05'30'

Vurakaranam Ramakrishna
Chairman and Managing Director

Encl: as above

Hemang Satra & Associates
Company Secretaries

375 Vidyut Bldg, D Block, 1st Floor,
Chirabazar, Mumbai – 400002
Mobile: +91-9769848168
Email: hemangsatra99@gmail.com

To,
IIRM Holdings India Limited
5th Floor, Ashoka My Home Chambers,
Sindhi Colony, SP Road, Begumpet,
Secunderabad, Hyderabad 500003.

Subject: Secretarial Compliance Report of IIRM Holdings India Limited (Formerly known as Sudev Industries Limited) for the financial year ended 31st March, 2026.

I, Hemang Satra, Proprietor of Hemang Satra & Associates, Company Secretaries have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **IIRM Holdings India Limited (Formerly known as Sudev Industries Limited)** (hereinafter referred as 'the listed entity'), having its registered office at 5th Floor, Ashoka My Home Chambers, Sindhi Colony, SP Road, Begumpet, Secunderabad, Hyderabad 500003. Secretarial Review was conducted in a manner that provided a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

I have examined:

a) all the documents and records made available to me and explanation provided by the listed entity

b) the filings/submissions made by the listed entity to the stock exchanges,

c) website of the listed entity,

d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended 31st March, 2026 ("Review Period") 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:

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a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable during the Review Period**);

c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable during the Review Period);**

e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable during the Review Period**);

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (**Not Applicable during the Review Period**);

h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; (**Not Applicable during the Review Period**);

k) Securities And Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

and circulars/ guidelines issued thereunder;

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

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except respect of the matter specified below:

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Sr. No.	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI LODR Regulations	Regulation 30	The Company has not submitted the intimation to CSE (Calcutta Stock Exchange) regarding the Stock Split of the shares of the Company from Rs.10/- to Rs.5/-	CSE (Calcutta Stock Exchange)	Fine levied by CSE	The Company has not submitted the intimation to CSE (Calcutta Stock Exchange) regarding the Stock Split of the shares of the Company from Rs.10/- to Rs.5/-	10,000/- + GST	The Company has not submitted the intimation to CSE (Calcutta Stock Exchange) regarding the Stock Split of the shares of the Company from Rs.10/- to Rs.5/-	There was an inadvertent error on the part of the Company for non-submission of the information. The Company has paid the penalty amount and made the default good.	NA

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

Sr. No.	Observations/Remarks of the PCS in the previous reports	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and action taken/penalty imposed, if any, on the listed entity	Remedial actions, if any taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company failed to appoint Company Secretary and Compliance officer within timeline.	31st March, 2025	Regulation 6 of SEBI LODR Regulations	Delay in appointment of Company Secretary as the Compliance Officer	The fine as levied was duly paid by the Company.	NA
2.	Mr. Yugandhara Rao Sunkara was appointed as NonExecutive Director and Independent Director of the Company effective from November 3, 2023. His directorship as an Independent Director is compromised on acquisition of Sampada Business Solutions Limited by the Company after January 18, 2024, in terms of Regulation 16(1)(b)(vi)(A) of SEBI	31st March, 2025	Regulation 17 of SEBI LODR Regulations	The Company did not appoint half of the board of directors as independent directors till August 14, 2024.	Due to the acquisition of Sampada Business Solutions Limited by the Company, Mr. Yugandhara Rao Sunkara's directorship was compromised. The Company made efforts to identify a suitable candidate for the role of Independent Director and subsequently appointed Mr. Rahul Chabra, who happens to be an IFS officer and a former Ambassador serving the MEA, GoI. The Company's Board was duly constituted	NA

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	(LODR) Regulation 2015 and section 149(6) of the Companies Act, 2013. Due to which, the requirement of having half of the board of directors as independent directors was not met within the prescribed time limit i.e. July 17, 2024. However, the said requirement was complied on Aug 15, 2024				in compliance with regulatory requirements on August 15, 2024.	
3.	It was observed that during the review period, step down subsidiaries of the Company (Sampada Business Solutions Limited -Direct Subsidiary; India Insure Risk Management and Insurance Broking Services Private Limited-Step Down Subsidiary, IIRM Global Shared Services Private Limited-Step Down Subsidiary, IIRM Holdings PTE. LTD. Singapore-StepDown Subsidiary, IIRM Wellness Services Private Limited-Step-Down Subsidiary, IIRM Lanka Insurance Brokers Private Limited, Sri Lanka- Step-Down	31st March, 2025	Regulation 23 of SEBI LODR Regulations	-	The transactions as mentioned were related to the step-down subsidiaries; however, compliance was ensured at the level of the direct subsidiary.	NA

	Subsidiary, IIRM Maldives Insurance Brokers Private Limited, Maldives- Step-Down Subsidiary) entered into certain transactions and the disclosures filed with BSE in relation to these transactions were incomplete					
4.	It has been observed that an Independent Director of the Listed Company was not appointed on the Board of an unlisted material subsidiaries India Insure Risk Management and Insurance Broking Services Private Limited and IIRM Global Shared Services Private Limited.	31st March, 2025	Regulation 24 of SEBI LODR Regulations	-	Mr. Yugandhara Rao Sunkara has been appointed as an Independent Director of the Company with effect from April 23, 2025, subject to shareholders' approval. He is already serving as a director on the Board of India Insure Risk Management and Insurance Broking Services Private Limited, and the said appointment for other material companies are in the process of being completed.	NA
5.	The change in designation of Mr. Yugandhara Rao Sunkara from Independent Director to Non-Executive Non-Independent Director was approved by the Board of Directors on September 02, 2024; however, the said change was not	31st March, 2025	Regulation 30 of SEBI LODR Regulations	-	The intimation of change in designation was informed to the stock exchange with a delay due to technical glitches in the system.	NA

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	intimated to the Stock Exchanges within the prescribed timeline					
6.	i. It was observed that the Company disclosed information regarding the change in the RO on 28/09/2023 and received an order from the RD for the shift of the RO from Uttar Pradesh to Telangana on 05/07/2024. This ongoing process was not disclosed to the SE. ii. The Promoter of the Company received a settlement order from SEBI on 31/01/2025. However, the Company failed to disclose the same to the SE. iii. The Company has received few penalties and subsequently paid; however, closure of the penalties has not been informed to stock exchange.	31st March, 2025	Regulation 30 of SEBI LODR Regulations	-	i. The Company informed to the stock exchange within the timeline about the change of registered officer upon receipt of final certificate of change of registered office from the ROC – Telangana ii. The matter was at the personal level of the promoter and in no way relevant to the Company. The Resolution of the matter was for the Promoter of the Company in his personal capacity and there is no impact of whatsoever nature of the same on the Company. iii. The Company informed to the stock exchange upon receipt of the penalties and settled the noncompliance by paying the said penalties.	NA

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	iv. The Company approved the ESOP and ESPS but the required format was not followed while submitting with Stock Exchange.				iv. The Company has covered the requirements in the filing made to stock exchange.	
7.	There have been delays in the submission of requisite filings and instances of incomplete or inadequate disclosures made to the Stock Exchange. The Company failed to submit a timely intimation to the Stock Exchange regarding the issuance of the warning letter.	31st March, 2025	Regulation 30, Clause 2 of Para A of Part A of Schedule III Clause 4 of Para A of Schedule III, Regulation 29 of SEBI LODR Regulations	There have been delays in the submission of requisite filings and instances of incomplete or inadequate disclosures made to the Stock Exchange.	The Company addressed the noncompliance by notifying the stock exchange, and the issue has now been resolved.	NA
8.	The promoter's reclassification to public, post open offer, was not filed with the stock exchange within 24 hours.	31st March, 2025	Regulation 31A of SEBI LODR Regulations	-	The Company has filed the application for reclassification to the stock exchange, and received the approval on 07th May, 2026”	NA
9.	The Company yet to respond to the query raised by the BSE.	31st March, 2025	Regulation 33 of SEBI LODR Regulations	According to the financial results submitted by the Company for the quarter ended March, 2023, Company is hereby requested to provide valid peer review certificate as per Reg 33(1)(d) of	This was before the new promoters took over the Company from the previous promoters and accordingly it is a matter of legacy. The response on the same lines is being addressed to BSE	NA

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				SEBI LODR.		
10.	Delay in submission of the consolidated cash flow statement within the period prescribed timeline.	31st March, 2025	Regulation 30 of SEBI LODR Regulations	Delay in submission of the financial results within the period prescribed time line under this regulation	The noncompliance has been regularised by filing consolidated cash flow statement on July 29, 2024.	NA
11.	It was observed that Disclosure made by all promoters except Ms. Agarwal Anupma and Ms. Agarwal Indu Bala.	31st March, 2025	Regulation 31(4) of SEBI SAST Regulations	-	The company did not receive the disclosures from Ms. Agarwal Anupma and Ms. Agarwal Indu Bala.	NA
12.	The Company is suspended on the Calcutta Stock Exchange Limited (CSE) and imposed penalties and subsequently the said panties has been paid by the Company.	31st March, 2025	All Applicable Regulations	Delay in submission of the financial results within the period prescribed time line under this regulation	The suspension was revoked by the CSE vide Notice dated 15th October, 2025, with effect from 23rd October, 2025. The company took approval of Board of Directors for delisting from CSE on 11th February, 2026.	NA

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I) hereby report that, during the review period the compliance status of the listed entity is appended as below:-

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	**Secretarial Standards**: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	**Adoption and timely updation of the Policies:** • All the applicable policies under SEBI regulation are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with the SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars /guideline issued by SEBI.	Yes Yes	None
3.	**Maintenance and disclosures on Website:** • The Listed entity 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.	Yes Yes Yes	None

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4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	**Details related to Subsidiaries of listed entities have been examined:** (a)Identification of material subsidiary companies (b)Disclosure requirements with respect to disclosure of material as well as other subsidiaries	Yes Yes	India Insure Risk Management and Insurance Broking Services Private Limited and IIRM Global Shared Services Private Limited are the material subsidiaries of the Company.
6.	**Preservation of Documents:** The listed entity 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.	Yes	None
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all	Yes	

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	related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified /rejected by the Audit Committee	NA	None
9.	**Disclosure of events or information:** The listed entity 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	Yes	None
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has been maintaining the SDD software with Orion Legal Supplies since 10th November, 2025. Earlier, the Company was using I-Track software, but due to numerous technical issues the Company, shifted to the new system. The company has made all the entries in the new Orion Legal Supplies software.
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/		CSE (Calcutta Stock Exchange) has levied a fine of Rs. 10,000 plus GST for not submitting the

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	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.	No	intimation to CSE regarding the Stock Split of the shares of the Company from Rs.10/- to Rs.5/-. The Company has paid the fine amount and made the default good.
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity 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 Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	None
13.	**Additional Non-compliances, if any:** No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above	No	None

I further, report that the listed entity is in compliance~~/ not in compliance~~ with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations.

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 listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

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3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
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 listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Hemang Satra & Associates,
Company Secretaries

HEMANG RAMNIK SATRA
Digitally signed by HEMANG RAMNIK SATRA
Date: 2026.05.29 15:46:11 +05'00'

Hemang Satra
Proprietor
M. No.: A54476
C. P. No.: 24235

Place: Mumbai
Date: 29th May, 2026
UDIN: A054476H000538223
Peer Review No: 5684/2024
Firm Registration No. S2021MH792200