

Date: 25th July, 2025

The General Manager,
Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 544392

Subject: Outcome of Board Meeting held on 25th July, 2025, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We wish to inform you that the Board of Directors of the Company at its meeting held today, i.e., Friday, the 25th Day of July, 2025, has inter-alia, transacted the following businesses-

(i) Secretarial Auditor-

The Board of Directors appointed Ms. Harsha Pugalia, a peer reviewed Practicing Company Secretary, as the Secretarial Auditor of the Company, based on the recommendation of the Audit Committee, for a term of 5 (five) consecutive years commencing from Financial Year 2025-26 until Financial Year 2029-30, subject to the approval of the Shareholders of the Company at the ensuing Annual General Meeting.

The relevant details pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are enclosed in **Annexure A**.

(ii) Internal Auditor-

The Board of Directors appointed Harsh Satish Udeshi, Chartered Accountant, as the Internal Auditor of the company for the financial year 2025-26, pursuant to the provisions of Section 138 of the Companies Act, 2013, read with rule 13 of the Companies (Accounts) Rules 2014, based on the recommendation of the Audit Committee, and the Nomination & Remuneration Committee.

The details as required under Regulation 30 of the Listing Regulations read with. SEBI Circular no. SEBI/HO/CFD/PoD2/ CIR/P/0155 dated November 11, 2024 is enclosed as **Annexure B**.

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(Formerly known as Spinaroo Commercial Private Limited)

CIN: L74999WB2012PLC184812

GSTIN:19AARCS9032N1ZF

(iii) Resignation of Company Secretary-

Mrs. Ankita Periwal has tendered her resignation as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company and has requested to be relieved w.e.f the end of working hours of 25th July, 2025. The same has been accepted by the Board.

(iv) Appointment of Company Secretary-

The Board of Directors, upon recommendation of the Nomination & Remuneration Committee has appointed Mrs. Megha Khanna as the Company Secretary and Compliance officer of the Company with effect from 25th July, 2025.

The details as required under Regulation 30 of the Listing Regulations is enclosed as **Annexure C**.

(v) Annual General Meeting-

The Board considered convening the 13th (thirteenth) Annual General Meeting of the Shareholders of the Company on Wednesday, the 20th Day of August, 2025, through Video Conference/ Other Audio-Visual Means.

The meeting of the Board of Directors commenced at 12:30 P.M. and concluded at 01:40 P.M.

This is for your information and record.

Thanking you,

Yours faithfully,

For Spinaroo Commercial Limited

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Aditya Todi
Managing Director
(DIN: 01914193)

Annexure - A

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

Sl. No.	Particulars	Details of Change
1.	Reason for Change viz. appointment, resignation removal, death or otherwise	Appointment of Harsha Pugalia, Practicing Company Secretary, as the Secretarial Auditor of the Company.
2.	Date of appointment, cessation, reappointment (as applicable) & term of appointment/ reappointment	Appointment is made w.e.f. 25 th July, 2025, for a period of five consecutive years commencing from F.Y. 2025-26 to F.Y. 2029-30, subject to approval of the shareholders at the ensuing Annual General Meeting.
3.	Brief Profile (in case of Appointment)	Ms. Harsha Pugalia, a Peer Reviewed Practicing Company Secretary, having experience of 10 years and offers comprehensive suite of services, including but not limited to Secretarial Audit, providing advisory and consultancy services in the field of corporate laws, SEBI related laws, etc.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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Annexure – B

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Details of Change
1.	Reason for Change viz. appointment, resignation removal, death or otherwise	Appointment of Mr. Harsh Satish Udeshi, Chartered Accountant, as the Internal Auditor of the Company.
2.	Date of appointment, cessation, reappointment (as applicable) & term of appointment/ reappointment	Appointment is made w.e.f., 25 th July, 2025, for the F.Y. 2025-26.
3.	Brief Profile (in case of Appointment)	Mr. Harsh Satish Udeshi, is a Practicing Chartered Accountant, with over 12 years of professional experience. He was Audit and Tax Partner in a 50 year old Chartered Accountant Firm. He was also associated as an Associate in the Tax practice of PricewaterhouseCoopers (PwC) and D B Desai & Co. He is also an Associate Company Secretary and a Fellow Cost Accountant. He has been AIR in the Final Examination conducted by the ICAI. He is a Qualified Peer Reviewer and holds the Diploma in Information System Audit [DISA] from ICAI.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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Annexure – C

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Details of Change	
		Mrs. Ankita Periwal	Mrs. Megha Khanna
1.	Reason for Change viz. appointment, resignation removal, death or otherwise	Resignation as Company Secretary & Compliance Officer	Appointment as Company Secretary & Compliance Officer
2.	Date of appointment, cessation, reappointment (as applicable) & term of appointment/reappointment	Cessation - effective closure of working hours of 25 th July, 2025.	Appointment is made with effect from 25 th July, 2025.
3.	Brief Profile (in case of Appointment)	Not Applicable	Mrs. Megha Khanna is B. Com (Hons.) and Fellow Member of the Institute of Company Secretaries of India (Membership No-A39062) and is having rich experience in Secretarial and Legal works including knowledge of Corporate Laws, SEBI Regulations, etc.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable	Not Applicable

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