

TUSHAR SHRIDHARANI & ASSOCIATES LLP

Company Secretaries

LLPIN - ACL-9350 | Unique Code: L2025MH018100

Registered Office: 10, New Marine Lines, Jolly Bhavan No. 1, Office No. 417, 4th Floor, Churchgate
Mumbai – 400 020

Phone No. - +91 22 7963 3947 | Email Address – tushar@tusharshri.com

Website - www.tusharshri.com

To,

The Board of Directors

International Gemological Institute Limited

(formerly known as International Gemmological Institute (India) Limited)

702, 7th Floor, The Capital

Bandra Kurla Complex, Bandra (E)

Mumbai – 400 051

Dear Sir(s)/Madam,

Subject: Annual Secretarial Compliance Report for the Financial year from January 1, 2025 to March 31, 2026.

We have been engaged by International Gemological Institute Limited (formerly known as International Gemmological Institute (India) Limited) ("**the Company**" / "**the listed entity**"), whose equity shares are listed on the National Stock Exchange of India Limited and BSE Limited, to conduct an audit in terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Ref No: NSE/CML/ 2023/21 dated March 16, 2023, BSE Notice No. 20230316-14 dated March 16, 2023, BSE Notice No. 20230410-41 and NSE Circular Ref No. NSE/CML/ 2023/30 dated April 10, 2023 and SEBI's Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and any further modifications thereto or other applicable circulars, if any, in this regard, to issue the Annual Secretarial Compliance Report thereon for the financial year ended March 31, 2026.

It is the responsibility of the Management of the Company to maintain records, devise proper system to ensure compliance with provisions of all applicable Securities and Exchange Board of India ("**SEBI**") Regulations and Circulars / Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued there under from time to time and issue a report thereon.

This audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For Tushar Shridharani & Associates LLP

Practicing Company Secretaries

(Tushar Shridharani)

Designated Partner

FCS – 2690 / COP - 2190

Peer Review Certificate No.: 6670/2025

UDIN: F002690H000400560

Place: Mumbai

Date: May 20, 2026

**Annual Secretarial Compliance Report
of International Gemological Institute Limited
(Formerly known as International Gemmological Institute (India) Limited)
for the financial year ended March 31, 2026**

We, Tushar Shridharani & Associates LLP, have examined:

- (a) all the documents and records made available to us, and explanation provided by International Gemological Institute Limited ("**the Company/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 certification;

for the financial year ended March 31, 2026 (January 1, 2025 to March 31, 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, to the extent applicable, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations, 2015**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) 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 to the Listed Entity during the Review Period**)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Listed Entity during the Review Period**)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable to the Listed Entity during the Review Period**)

- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
- (j) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- and circulars/guidelines issued thereunder and based on the above examination, we, 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 in respect of matters specified below.

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular number	Deviations	Actions taken by	Type of Action – Advisory / Clarification / Fine / Show Cause notice / Warning, etc.	Details of violation	Fine amount	Observations / Remarks of the Practicing Company Secretary	Management response	Remarks
NIL										

(b) The listed entity 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 report	Observations made in the secretarial compliance report for the year ended March 31, 2026	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / deviations and actions 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
NIL						

(c) We hereby report that, during the Review Period; the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	✓	-	-	-

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
2.	<u>Adoption and timely updation of the Policies:</u> - 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 has been reviewed and timely updated as per the regulations/circulars/guidelines issued by SEBI.	✓	-	-	-
3.	<u>Maintenance and disclosures on website:</u> - 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 re-directs to the relevant document(s)/ section of the website.	✓	-	-	-
4.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under section 164 of Companies Act, 2013.	✓	-	-	-
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	✓	-	-	List of subsidiaries is provided in Annexure 1.
6.	<u>Preservation of Documents:</u>	✓	-	-	-

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
	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.				
7.	<u>Performance Evaluation:</u> 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.	✓	-	-	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all 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.	✓	-	-	-
9.	<u>Disclosure of events or information:</u> 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.	✓	-	-	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	✓	-	-	-

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s)actions taken against the listed entity/ 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.	-	-	✓	No actions were taken against the listed entity/ its promoters/ directors by the Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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.	-	-	✓	The statutory auditor of the listed entity has not resigned during the Review Period and therefore compliance status under the stated point is N.A.
13.	<u>No additional non-compliances observed:</u> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.	-	-	✓	
14.	<u>Disclosure of events or information:</u> 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.	✓	-	-	
15.	<u>Prohibition of Insider Trading:</u>	✓	-	-	

Sr. No.	Particulars	Compliance status			Observations / Remarks of the Practicing Company Secretary
		Yes	No	N.A.	
	The listed entity is in compliance with Regulation 3(5) & 3(6) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.				

Assumptions and limitations 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. 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 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 (LODR) 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 Tushar Shridharani & Associates LLP
Practicing Company Secretaries

(Tushar Shridharani)
Designated Partner
FCS – 2690 / COP - 2190
Peer Review Certificate No.: 6670/2025
UDIN: F002690H000400560

Place: Mumbai
Date: May 20, 2026

Annexure 1 – List of subsidiaries

Sr No.	Name of the subsidiary	Relationship (Direct/Indirect)
1.	International Gemmological Institute Turkey Precious Stone Certification Services Joint Stock Company	Direct
2.	International Gemmological Institute BV	Direct
3.	IGI Netherlands B.V.	Direct
4.	I.G.I International Gemmological Institutes (Israel) Ltd.	Indirect
5.	International Gemological Institute FZCO (formerly known as International Gemological Institute DMCC)	Indirect
6.	International Gemological Institute (HK) Limited	Indirect
7.	International Gemmological Identification (Thailand) Limited	Indirect
8.	International Gemological Institute Inc.	Indirect
9.	IGI (Shanghai) Business Consulting Company Limited	Indirect
10.	IGI (Shenzhen) Jewelry Testing Co., Ltd.	Indirect
11.	IGI (Shanghai) Gemological Research and Testing Limited	Indirect
12.	IGI (Shanghai) Gemological Training Company Limited	Indirect
13.	International Gemological Institute for Jewelry and Precious Stones (IGI)	Indirect
14.	IGI Diamonds & Gemstones Testing Laboratory L.L.C	Indirect
15.	AGL Holdco Inc.	Indirect
16.	American Gemological Laboratories, LLC	Indirect