

PRITI BALODI
PRACTICING COMPANY SECRETARY



ADDRESS:-C-4/4045, VASANT KUNJ NEW DELHI 110070
EMAIL ID-CSPRITIBALODI@GMAIL.COM
MOBILE-9560781992/7703841396

Corporate Governance Certificate

Name of Listed Entity: Jungle Camps India Limited (Formerly Known as Pench Jungle Resorts Private Limited)
Date: July 23rd, 2024

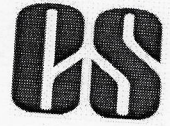
I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)
Mr.	Gajendra Singh	00372112	Chairperson, Executive and Managing Director	February 01, 2024	5 Years	Nil	One Membership (Stakeholder relationship Committee)	Nil
Mr.	Yashovardhan Rathore	07457856	Executive and Whole Time Director	August 20, 2017	5 years	Nil	None	Nil

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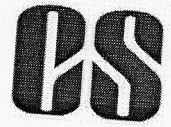


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Mr.	Ajay Singh	09278260	Executive Director and Chief Financial Officer	August 11, 2021 and also appointed as Chief Financial Officer w.e.f. May 01 st , 2024	Retire by Rotation	Nil	Two Membership (Audit Committee and Stakeholders Relationship Committee)	Nil
Mrs.	Laxmi Rathore	01371658	Executive and Additional Director	July 03, 2024	Till the next General Meeting of the Company	Nil	None	Nil
Ms.	Maansi Khangarot	10642949	Independent Director	<u>June 13, 2024</u>	5 Years	Nil	Three Membership (Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee)	Nil

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Mr.	Shailendra Singh	05280501	Independent Director	April 26, 2024	5 Years	Nil	Two Membership (Audit Committee, and Nomination and Remuneration Committee)	Nil
Mr.	Tarun Khanna	02306480	Independent Director	April 26, 2024	5 Years	Nil	Three Membership (Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee)	Nil
Mr.	Ashik Kumar Mittal	00006712	Independent Director	July 22 nd , 2024	5 Years	Nil	One Membership (Nomination and remuneration Committee)	Nil

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 *to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

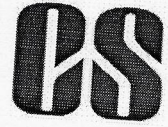
II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee)
Audit Committee	Mr. Shailendra Singh Mr. Tarun Khanna Mr. Ajay Singh Ms. Maansi Khangarot	Non Executive, Independent Director Chairperson, Non Executive and Independent Director Executive Director, Chief Financial Officer Non Executive, Independent Director

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Nomination & Remuneration Committee	Mr. Shailendra Singh Mr. Tarun Khanna Ms. Maansi Khangarot	Non Executive, Independent Director Chairperson, Non Executive, Independent Director Non Executive, Independent Director
Risk Management Committee (if applicable)	Mr. Ashok Kumar Mittal Not Applicable	Non Executive, Independent Director Not Applicable
Stakeholders Relationship Committee	Mr. Gajendra Singh Mr. Tarun Khanna Mr. Ajay Singh Ms. Maansi Khangarot	Executive Director and Managing Director Chairperson, Non Executive and Independent Director Executive Director and Chief Financial Officer Non Executive, Independent Director

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

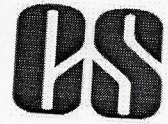
III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
<ul style="list-style-type: none"> • 01st April, 2024 • 26th April, 2024 • 29th April, 2024 • 25th May, 2024 • 28th May, 2024 • 30th May, 2024 • 31st May, 2024 • 01st June, 2024 • 12th June, 2024 • 14th June 2024 	<ul style="list-style-type: none"> • 03rd July, 2024 • 08th July, 2024 • 13th July, 2024 • 15th July, 2024 • 18th July, 2024 • 20th July, 2024 	24 days

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IV. Meeting of Committees-

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<ul style="list-style-type: none">10th July 202420th July 2024	Quorum was present throughout the meeting	Nil	10 days

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT.	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	NA

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.





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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here

For Priti Balodi & Associates

Company Secretaries

ICSI Firm Registration No.: S2021DE774100

Peer Review No.: 4715/2023



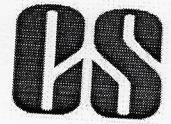
Proprietor

M. No.: A58613

UDIN: A058613F000802741

Date: 23.07.2024

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ANNEXURE II

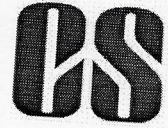
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA) refer note below
Item		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining, material "subsidiaries"		Yes
Details of familiarization programs imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		Yes
II Annual Affirmations		Yes
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of, independence "and/or eligibility"	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	NA
Plans for orderly succession for appointments	17(4)	NA

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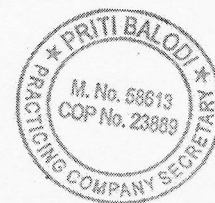
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Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	NA
Risk Assessment & Management	17(9)	NA
Performance Evaluation of Independent Directors	17(10)	NA
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA

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Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	NA
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors (Omitted by SEBI LODR Second Amendment Regulations 2021 w.e.f. 05.05.2021)	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA

Note

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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Priti Balodi & Associates

Company Secretaries

ICSI Firm Registration No.: S2021DE774100

Peer Review No.: 4715/2023



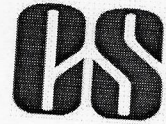
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Annexure-III

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA

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