

## Integrated Governance

### SUNDROP BRANDS LIMITED

#### General information about company

Scrip code	500215	
NSE Symbol	SUNDROP	
MSEI Symbol	NOTLISTED	
ISIN	INE209A01019	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	During the quarter ended 31st December 2025, the Company has not acquired any shares or voting rights in Unlisted Companies.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	There is no fine or penalty imposed on the Company during the quarter ended December 31, 2025.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	a00089	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## 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												Disqualification of Directors under section 164 of the Companies Act, 2013												
Whether the listed entity has a Regular Chairperson				true																				
Whether Chairperson is related to MD or CEO				Disqualification of Directors under section 164 of the Companies Act, 2013																				
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Rajesh Jain	10619014	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-07-2024	17-07-2024		17.15	3	3	6	2			
2	Mr	Satish Rao	03265301	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-07-2024	17-07-2024		17.15	1	1	2	1			
3	Ms	Richa Arora	07144694	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-07-2024	17-07-2024		17.15	3	3	5	1			
4	Mr	Om Prakash Manchanda	02099404	Non-Executive - Independent Director	Not Applicable		false				Active	NA		15-11-2024	15-11-2024		13.16	2	2	4	0			
5	Mr	Karamendra Daulet Singh	00110827	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025		10.23	2	2	1	0			
6	Mr	Madhavan Karunakaran Menon	00008542	Non-Executive - Independent Director	Not Applicable		false				Active	Yes	21-12-2025	24-09-2025	24-09-2025		3.07	1	1	0	0			
7	Mr	Harsha Raghavan	01761512	Non Independent Director	Chairperson		false				Active	NA		28-08-2024					4	0	3	0		
8	Mr	Manish Mehta	06442038	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		28-08-2024					1	0	2	0		
9	Mr	Velloor Venkatakrishnan Ranganathan	00060917	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		24-09-2025					2	1	1	0		
10	Mr	Ramit Bharti Mittal	01228624	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		24-09-2025					1	0	0	0		
11	Mr	Nitish Bajaj	10835891	Executive Director	Not Applicable	MD	false				Active	NA		25-11-2024					1	0	0	0		
12	Mr	Asheesh Kumar Sharma	10602319	Executive Director	Not Applicable	CEO	false				Active	NA		25-04-2024					1	0	0	0		

## **Annexure I**

### **II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	10619014	Rajesh Jain	Non-Executive - Independent Director	Chairperson	17-07-2024		
2	03265301	Satish Rao	Non-Executive - Independent Director	Member	17-07-2024		
3	07144694	Richa Arora	Non-Executive - Independent Director	Member	17-07-2024		
4	02099404	Om Prakash Manchanda	Non-Executive - Independent Director	Member	15-11-2024		
5	06442038	Manish Mehta	Non-Executive - Non Independent Director	Member	28-08-2024		

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson					true		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07144694	Richa Arora	Non-Executive - Independent Director	Chairperson	17-07-2024		
2	03265301	Satish Rao	Non-Executive - Independent Director	Member	17-07-2024		
3	10619014	Rajesh Jain	Non-Executive - Independent Director	Member	17-07-2024		
4	01761512	Harsha Raghavan	Non-Executive - Non Independent Director	Member	28-08-2024		
5	02099404	Om Prakash Manchanda	Non-Executive - Independent Director	Member	15-11-2024		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03265301	Satish Rao	Non-Executive - Independent Director	Chairperson	17-07-2024		
2	07144694	Richa Arora	Non-Executive - Independent Director	Member	17-07-2024		
3	10619014	Rajesh Jain	Non-Executive - Independent Director	Member	17-07-2024		
4	02099404	Om Prakash Manchanda	Non-Executive - Independent Director	Member	15-11-2024		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07144694	Richa Arora	Non-Executive - Independent Director	Chairperson	17-07-2024		
2	03265301	Satish Rao	Non-Executive - Independent Director	Member	17-07-2024		
3	10619014	Rajesh Jain	Non-Executive - Independent Director	Member	17-07-2024		
4	02099404	Om Prakash Manchanda	Non-Executive - Independent Director	Member	15-11-2024		
5	01761512	Harsha Raghavan	Non-Executive - Non Independent Director	Member	28-08-2024		
6	06442038	Manish Mehta	Non-Executive - Non Independent Director	Member	28-08-2024		
7	10835891	Nitish Bajaj	Executive Director	Member	25-11-2024		
8	10602319	Asheesh Kumar Sharma	Executive Director	Member	25-04-2024		
9	99999999	KPN Srinivas	Chief Financial Officer	Member	22-01-2020		Textual Information(1)
10	99999999	Kavita	Company Secretary	Member	28-11-2025		Textual Information(2)

**Text Block**

Textual Information(1)	KPN Srinivas, CFO of the Company is also the member of the Risk Management Committee
Textual Information(2)	Ms. Jyoti Chawla, erstwhile Company Secretary, who was disclosed as a member of the Risk Management Committee in the captioned report for the quarter ended 30 September 2025, resigned from the Company with effect from close of business hours of 27 November 2025 and accordingly ceased to be a member of the Risk Management Committee from the same date. Subsequently, Ms. Kavita was appointed as Company Secretary with effect from 28 November 2025 and was inducted as a member of the Risk Management Committee from that date. Due to system limitation, it is not possible to reflect these changes by adding additional rows in the worksheet, the changes are being disclosed by way of this note.

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03265301	Satish Rao	Non-Executive - Independent Director	Chairperson	17-07-2024		
2	07144694	Richa Arora	Non-Executive - Independent Director	Member	17-07-2024		
3	10619014	Rajesh Jain	Non-Executive - Independent Director	Member	17-07-2024		
4	06442038	Manish Mehta	Non-Executive - Non Independent Director	Member	28-08-2024		
5	01761512	Harsha Raghavan	Non-Executive - Non Independent Director	Member	28-08-2024		
6	02099404	Om Prakash Manchanda	Non-Executive - Independent Director	Member	15-11-2024		

### **Other Committee**

**Annexure I**

<b>III. Meeting of Board of Directors</b>							
Disclosure of notes on meeting of board of directors explanatory							
Sr	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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	12-08-2025			true	10	9	5
2	12-11-2025	91		true	12	12	6

### Annexure I

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-08-2025				true	5	5	4	0
2	Audit Committee	12-11-2025	91			true	5	5	4	0
3	Stakeholders Relationship Committee	12-08-2025				true	4	4	4	0
4	Stakeholders Relationship Committee	12-11-2025	91			true	4	4	4	0
5	Nomination and remuneration committee	12-11-2025				true	5	5	4	0
6	Risk Management Committee	11-12-2025	28			true	8	7	3	2

## Annexure I

Sr	Subject	V. Affirmations	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true	
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	true	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes	
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.	true	
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.	true	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true	
9	Any comments/observations/advice of Board of Directors may be mentioned here:		

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Kavita
2	Designation	Company Secretary and Compliance Officer

### Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false	
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

### Signatory Details

Name of signatory	Kavita
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	22-01-2026

#### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

**Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Assessing Officer	29-11-2024	Refund Amount has been increased since last disclosure. Company has filed application for AY 2011-12, under section 154 for refund amount of Rs. 6,35,90,789	Company submitted the application. Awating for further rectification order along with refund from AO.
2	Assessing Officer	29-11-2024	Refund Amount has been increased since last disclosure. Company has filed application for AY 2012-13, under section 154 for refund amount of Rs. 3,22,09,008	Company submitted the application. Awating for further rectification order along with refund from AO.
3	Commissioner, Hyderabad III Commissionerate, Basheerbagh, Hyderabad	24-06-2013	As per the previous disclosure, an Order was issued on the grounds that the Company availed the cenvat credit on the excise duty paid at the time of import on Peanut Butter. The Excise authorities contested that Peanut Butter is exempt and ACD and SAD has been paid and with cenvat credit taken. Excise duty INR.1.40 crores; Penalty INR.1.40 crores. The Company filed Appeal before CESTAT on 30.09.2013. Against the same, during the current quarter, the CESTAT had set aside the major demand of INR 2,71,96,416/-	The Tribunal had upheld the demand relating to CENVAT on goods written off amounting to INR 9,02,314/- with interest.