

Integrated Governance

SUNDRUP BRANDS LIMITED

General information about company

Scrip code	500215
NSE Symbol	SUNDRUP
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	Yearly
Date of Quarter Ending	31-03-2026
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?	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes
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?	No During the quarter ended 31st March 2026, 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?	No There is no fine or penalty imposed on the Company during the quarter ended March 31, 2026.
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?	Yes
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No The Company has not given any loans, guarantees, comfort letters or securities etc. to any Promoter/ Promoter Group/ Directors /KMPs or any other entity controlled by either of them.
Risk management committee	Yes
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities
Is SCORE ID Available ?	Yes
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																								
Whether the listed entity has a Regular Chairperson															Textual Information(1)									
Whether Chairperson is related to MD or CEO															Yes									
No															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 28(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		No				Active	NA		17-07-2024	17-07-2024		20.15	3	3	7	3			
2	Mr	Satish Rao	03265301	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-07-2024	17-07-2024		20.15	1	1	2	1			
3	Ms	Richa Arora	07144694	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-07-2024	17-07-2024		20.15	3	3	5	1			
4	Mr	Om Prakash Manchanda	02099404	Non-Executive - Independent Director	Not Applicable		No				Active	NA		15-11-2024	15-11-2024	27-02-2026	15.12	3	3	4	0	Others		
5	Mr	Karamendra Daulet Singh	00110827	Non-Executive - Independent Director	Not Applicable		No				Active	NA		06-02-2025	06-02-2025		13.23	2	2	2	1			
6	Mr	Madhavan Karunakaran Menon	00008542	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	21-12-2025	24-09-2025	24-09-2025		6.07	1	1	0	0			
7	Mr	Harsha Raghavan	01761512	Non-Executive - Non Independent Director	Chairperson		No				Active	NA		28-08-2024				4	0	3	0			
8	Mr	Manish Mehta	06442038	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		28-08-2024				1	0	2	0			
9	Mr	Velloor Venkatakishnan Ranganathan	00060917	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		24-09-2025				2	1	1	0			
10	Mr	Ramit Bharti Mittal	01228624	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		24-09-2025				1	0	0	0			
11	Mr	Nitish Bajaj	10835891	Executive Director	Not Applicable	MD	No				Active	NA		25-11-2024				1	0	0	0			
12	Mr	Asheesh Kumar Sharma	10602319	Executive Director	Not Applicable	CEO	No				Active	NA		25-04-2024				1	0	0	0			

Text Block

Textual Information(1)

The Board of Directors ("the Board") in its meeting held on February 12, 2026, approved the appointment of Mr. Madhavan Karunakaran Menon (DIN: 00008542), Non-Executive Independent Director as the regular Chairperson of the Company effective from April 01, 2026 in place of Mr. Harsha Raghavan (DIN: 01761512). Dr. Om Prakash Manchanda (DIN: 02099404) resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026. Consequently, he stepped down as the Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of Board of Directors of the Company. The Board took note of the resignation of Dr. Manchanda by way of resolution passed by circulation on March 24, 2026. Mr. Rajesh Jain (Non-Executive Independent Director, DIN: 10619014) tendered his resignation from Panacea Biotec Limited and Panacea Biotec Pharma Limited on March 30, 2026, as the Independent Director of these Companies to be effective from close of business hours on June 30, 2026. The adequate disclosure shall be made in the subsequent quarter reporting of Q1 FY'27.

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Textual Information(1)

Text Block

Textual Information(1)

The Board of Directors of the Company (the Board), in their meeting held on February 12, 2026, approved the reconstitution of all its committees i.e. the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Board. Thereafter, due to the resignation of Dr. Om Prakash Manchanda (DIN: 02099404) as the Non- Executive Independent Director of the Company with effect from February 27, 2026 and consequently stepping down as member of the respective Committees in which he held membership; the Board by way of resolution passed by circulation on March 24, 2026, approved further reconstitution of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee of the Board, with effect from April 01, 2026. With effect from April 01, 2026, following is the constitution of each of the Committees, which will be disclosed in the integrated corporate governance report of subsequent quarter i.e. Quarter 1 FY27: 1) Stakeholders Relationship Committee: Mr. Satish Rao (Non- Executive Independent Director, DIN: 03265301) as Chairman and Mr. Rajesh Jain (Non- Executive Independent Director, DIN: 10619014) & Mr. Karamendra Daulet Singh (Non- Executive Independent Director, DIN: 00110827) as the members of the Committee. 2) Corporate Social Responsibility Committee: Mr. Karamendra Daulet Singh (Non- Executive Independent Director, DIN: 00110827) as Chairman and Mr. Madhavan Karunakaran Menon (Non- Executive Independent Director, DIN: 00008542) & Mr. Satish Rao (Non- Executive Independent Director, DIN: 03265301) as the members of the Committee. 3) Audit Committee: Mr. Rajesh Jain (Non- Executive Independent Director, DIN: 10619014) as Chairman and Ms. Richa Arora (Non- Executive Independent Director, DIN: 07144694), Mr. Satish Rao (Non- Executive Independent Director, DIN: 03265301), Mr. Madhavan Karunakaran Menon (Non- Executive Independent Director, DIN: 00008542), Mr. Velloor Venkatakrishnan Ranganathan (Non-Executive Director, DIN: 00060917) & Mr. Manish Mehta (Non-Executive Director, DIN: 06442038) as the members of the Committee. 4) Nomination & Remuneration Committee: Ms. Richa Arora (Non- Executive Independent Director, DIN: 07144694) as Chairman and Mr. Rajesh Jain (Non- Executive Independent Director, DIN: 10619014), Mr. Madhavan Karunakaran Menon (Non- Executive Independent Director, DIN: 00008542) and Mr. Harsha Raghavan (Non-Executive Director, DIN: 01761512) as the members of the Committee. 5) Risk Management Committee: Ms. Richa Arora (Non- Executive Independent Director, DIN: 07144694) as Chairperson and Mr. Rajesh Jain (Non- Executive Independent Director, DIN: 10619014), Mr. Harsha Raghavan (Non-Executive Director, DIN: 01761512) and Mr. Velloor Venkatakrishnan Ranganathan (Non-Executive Director, DIN: 00060917) as the members of the Committee.

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							Yes
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	27-02-2026	Textual Information(1)
5	06442038	Manish Mehta	Non-Executive - Non Independent Director	Member	28-08-2024		

Text Block

Textual Information(1)

Dr. Om Prakash Manchanda resigned as the Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be the Member of the Audit Committee as well.

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
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	27-02-2026	Textual Information(1)

Text Block

Textual Information(1)

Dr. Om Prakash Manchanda resigned as the Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be the Member of the Nomination and Remuneration Committee as well.

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
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	27-02-2026	Textual Information(1)

Text Block

Textual Information(1)

Dr. Om Prakash Manchanda resigned as the Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be the Member of the Stakeholders Relationship Committee as well.

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson							Yes	
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	27-02-2026	Textual Information(1)	
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	Purna Naga Srinivas Karella	Chief Financial Officer	Member	22-01-2020		Textual Information(2)	
10	99999999	Kavita	Company Secretary	Member	28-11-2025		Textual Information(3)	

Text Block

Textual Information(1)	Dr. Om Prakash Manchanda resigned as the Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be the Member of the Risk Management Committee as well.
Textual Information(2)	KPN Srinivas, CFO of the Company is also the member of the Risk Management Committee.
Textual Information(3)	Kavita, Company Secretary & Compliance Officer of the Company is also the member of the Risk Management Committee

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson							Yes
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	27-02-2026	Textual Information(1)

Text Block

Textual Information(1)

Dr. Om Prakash Manchanda resigned as the Independent Director of the Company with effect from February 27, 2026, and consequently ceased to be the Member of the Corporate Social Responsibility Committee as well.

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

Annexure I

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
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	12-11-2025			Yes	12	12	6
2	12-02-2026	91		Yes	12	10	6

Text Block

Textual Information(1)	A separate meeting of the Independent Directors for financial year ended March 31, 2026, was held on February 12, 2026, without the presence of Non-Independent Directors and members of the management of the Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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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	12-11-2025				Yes	5	5	4	0
2	Audit Committee	12-02-2026	91			Yes	5	5	4	0
3	Nomination and remuneration committee	12-11-2025				Yes	5	5	4	0
4	Nomination and remuneration committee	12-02-2026	91			Yes	5	4	4	0
5	Stakeholders Relationship Committee	12-11-2025				Yes	4	4	4	0
6	Stakeholders Relationship Committee	12-02-2026	91			Yes	4	4	4	0

Annexure I

V. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
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.	Yes
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.	Yes
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	No	
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		

Annexure II

Annexure II 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 LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://www.sundropbrands.com/home.aspx
1.2	Memorandum of Association and Articles of Association	Yes		https://www.sundropbrands.com/pdf/other-information/ATFL-Revised-Memorandum-Articles-of-Association.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.sundropbrands.com/board-of-directors.aspx
2	Terms and conditions of appointment of independent directors	Yes		https://www.sundropbrands.com/pdf/other-information/Final-Terms%20of%20Appointment%20of%20Independent%20Directors-2025-26.pdf
3	Composition of various committees of board of directors	Yes		https://www.sundropbrands.com/board-of-directors.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.sundropbrands.com/pdf/code-of-conduct/Code%20of%20Conduct%20Master%20copy.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.sundropbrands.com/pdf/code-of-conduct/Whistle%20Blower%20Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.sundropbrands.com/pdf/other-information/Criteria-of-making-payments-to-non-executive-directors.pdf
7	Policy on dealing with related party transactions	Yes		https://www.sundropbrands.com/pdf/code-of-conduct/Policy%20on%20Materiality%20of%20Related%20Party%20Transactions%20and%20on%20dealing%20with%20Related%20Party%20Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.sundropbrands.com/pdf/code-of-conduct/Policy%20for%20determining%20material%20subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.sundropbrands.com/pdf/other-information/Details%20of%20familiarisation%20programme%20imparted%20to%20independent%20directors%20FY%202025-26.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.sundropbrands.com/grievance-redressal.aspx
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.sundropbrands.com/grievance-redressal.aspx
12	Financial results	Yes		https://www.sundropbrands.com/quarterly-results.aspx
13	Shareholding pattern	Yes		https://www.sundropbrands.com/shareholding-pattern.aspx
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://www.sundropbrands.com/analyst-calls.aspx
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://www.sundropbrands.com/analyst-calls.aspx
16	New name and the old name of the listed entity	Yes		https://www.sundropbrands.com/disclosure-under-regulation.aspx
17	Advertisements as per regulation 47 (1)	Yes		https://www.sundropbrands.com/paper-publications.aspx
18	Credit rating or revision in credit rating obtained	Yes		https://www.sundropbrands.com/investors-information.aspx
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.sundropbrands.com/annual-reports.aspx
20	Secretarial Compliance Report	Yes		https://www.sundropbrands.com/investors-information.aspx
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.sundropbrands.com/pdf/code-of-conduct/Policy%20for%20determining%20materiality%20of%20an%20event%20information.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.sundropbrands.com/disclosure-under-regulation.aspx
23	Disclosures under regulation 30(6)	Yes		https://www.sundropbrands.com/stockexchange-updates.aspx
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.sundropbrands.com/pdf/code-of-conduct/Dividend%20Distribution%20Policy.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.sundropbrands.com/investors-information.aspx
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes		https://www.sundropbrands.com/investors-information.aspx
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.sundropbrands.com/disclosure-under-regulation.aspx
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.sundropbrands.com/disclosure-under-regulation.aspx
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			Textual Information(1)

Text Block

Textual Information(1)

The Web Address of the Company given for point 3 above i.e., Composition of various committees of board of directors reflects the composition of the Committees, reconstituted to be effective from April 01, 2026, as approved by the Board of Directors of the Company ("the Board") vide resolution passed in its meeting held on February 12, 2026 and by way of resolution passed by circulation on March 24, 2026. Further, Dr. Om Prakash Manchanda (DIN: 02099404) resigned as the Non-Executive Independent Director of the Company with effect from February 27, 2026, and consequently stepped down as the Member of all the Committees of the Board. Prior to the reconstitution, i.e., as of March 31, 2026, the composition of the Committees stood as below: Audit Committee: Mr. Rajesh Jain (Non-Executive Independent Director, DIN: 10619014) as the Chairperson and Mr. Satish Rao (Non-Executive Independent Director, DIN: 03265301), Ms. Richa Arora (Non-Executive Independent Director, DIN: 07144694) and Mr. Manish Mehta (Non-Executive Director, DIN: 06442038) as the Members of the Committee. Nomination & Remuneration Committee: Ms. Richa Arora (Non-Executive Independent Director, DIN: 07144694) as the Chairperson and Mr. Satish Rao (Non-Executive Independent Director, DIN: 03265301), Mr. Rajesh Jain (Non-Executive Independent Director, DIN: 10619014) and Mr. Harsha Raghavan (Non-Executive Director, DIN: 01761512) as the Members of the Committee. Stakeholders Relationship Committee: Mr. Satish Rao (Non-Executive Independent Director, DIN: 03265301) as the Chairperson and Ms. Richa Arora (Non-Executive Independent Director, DIN: 07144694) and Mr. Rajesh Jain (Non-Executive Independent Director, DIN: 10619014) as the Members of the Committee. Risk Management Committee: Ms. Richa Arora (Non-Executive Independent Director, DIN: 07144694) as the Chairperson and Mr. Satish Rao (Non-Executive Independent Director, DIN: 03265301), Mr. Rajesh Jain (Non-Executive Independent Director, DIN: 10619014), Mr. Harsha Raghavan (Non-Executive Director, DIN: 01761512), Mr. Manish Mehta (Non-Executive Director, DIN: 06442038), Mr. Nitish Bajaj (Executive Director, DIN: 10835891), Mr. Asheesh Kumar Sharma (Executive Director, DIN: 10602319), Mr. Purna Naga Srinivas Karella (CFO) and Ms. Kavita (CS & Compliance Officer) as the Members of the Committee. Corporate Social Responsibility Committee: Mr. Satish Rao (Non-Executive Independent Director, DIN: 03265301) as the Chairperson and Ms. Richa Arora (Non-Executive Independent Director, DIN: 07144694), Mr. Rajesh Jain (Non-Executive Independent Director, DIN: 10619014), Mr. Harsha Raghavan (Non-Executive Director, DIN: 01761512) and Mr. Manish Mehta (Non-Executive Director, DIN: 06442038) as the Members of the Committee.

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
	Any other information to be provided			

Annexure II

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

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied Any other information to be provided	Yes

Annexure II

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

Signatory Details

Name of signatory	Kavita
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	22-04-2026

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. 6,40,53,595	Company submitted the application. Awaiting 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.3,24,64,691	Company submitted the application. Awaiting for further rectification order along with refund from AO.