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	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
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	The Company has not acquired any shares or voting rights in unlisted companies during the quarter and half year ended September 30, 2026.
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?	Yes	
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 1000 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	Yes
Whether Chairperson is related to MD or CEO	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 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		No				Active	NA		17-07-2024	17-07-2024		26.15	2	2	5	2			
2	Mr	SATISH PREMANAND RAO	03265301	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-07-2024	17-07-2024		26.15	1	1	3	2			
3	Ms	RICHA ARORA	07144694	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-07-2024	17-07-2024		26.15	2	2	4	1			
4	Mr	KARAMENDRA DAULET SINGH	00110827	Non-Executive - Independent Director	Not Applicable		No				Active	NA		06-02-2025	06-02-2025		19.23	2	2	3	1			
5	Mr	MADHAVAN KARUNAKARAN MENON	00008542	Non-Executive - Independent Director	Chairperson		No				Active	Yes	21-12-2025	24-09-2025	24-09-2025		12.07	1	1	1	0			
6	Mr	HARSHA RAGHAVAN	01761512	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		28-08-2024				4	0	3	0			
7	Mr	MANISH MEHTA	06442038	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		28-08-2024				1	0	2	0			
8	Mr	VELLOR VENKATAKRISHNAN RANGANATHAN	00060917	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		24-09-2025				2	1	2	1			
9	Mr	RAMIT BHARTI MITTAL	01228624	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		24-09-2025				1	0	0	0			
10	Mr	NITISH BAJAJ	10835891	Executive Director	Not Applicable	MD	No				Active	NA		25-11-2024				1	0	0	0			
11	Mr	ASHEESH KUMAR SHARMA	10602319	Executive Director	Not Applicable	CEO	No				Active	NA		25-04-2024				1	0	0	0			

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: 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	07144694	RICHA ARORA	Non-Executive - Independent Director	Member	17-07-2024		
3	03265301	SATISH PREMANAND RAO	Non-Executive - Independent Director	Member	17-07-2024		
4	00008542	MADHAVAN KARUNAKARAN MENON	Non-Executive - Independent Director	Member	01-04-2026		
5	00060917	VELLOR VENKATAKRISHNAN RANGANATHAN	Non-Executive - Non Independent Director	Member	01-04-2026		
6	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						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	10619014	RAJESH JAIN	Non-Executive - Independent Director	Member	17-07-2024		
3	00008542	MADHAVAN KARUNAKARAN MENON	Non-Executive - Independent Director	Member	01-04-2026		
4	01761512	HARSHA RAGHAVAN	Non-Executive - Non Independent Director	Member	28-08-2024		

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 PREMANAND RAO	Non-Executive - Independent Director	Chairperson	17-07-2024		
2	10619014	RAJESH JAIN	Non-Executive - Independent Director	Member	17-07-2024		
3	00110827	KARAMENDRA DAULET SINGH	Non-Executive - Independent Director	Member	01-04-2026		

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	10619014	RAJESH JAIN	Non-Executive - Independent Director	Member	17-07-2024		
3	01761512	HARSHA RAGHAVAN	Non-Executive - Non Independent Director	Member	28-08-2024		
4	00060917	VELLOR VENKATAKRISHNAN RANGANATHAN	Non-Executive - Non Independent Director	Member	01-04-2026		

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	00110827	KARAMENDRA DAULET SINGH	Non-Executive - Independent Director	Chairperson	01-04-2026		
2	03265301	SATISH PREMANAND RAO	Non-Executive - Independent Director	Member	17-07-2024		
3	00008542	MADHAVAN KARUNAKARAN MENON	Non-Executive - Independent Director	Member	01-04-2026		

Other Committee

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							
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	07-05-2026			Yes	11	11	5
2	06-08-2026	90		Yes	11	10	5

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	Reson 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	07-05-2026				Yes	6	6	4	0
2	Audit Committee	06-08-2026	90			Yes	6	5	4	0
3	Nomination and remuneration committee	07-05-2026				Yes	4	4	3	0
4	Nomination and remuneration committee	06-08-2026	90			Yes	4	4	3	0
5	Stakeholders Relationship Committee	07-05-2026				Yes	3	2	2	0
6	Stakeholders Relationship Committee	06-08-2026	90			Yes	3	3	3	0
7	Risk Management Committee	07-05-2026			The last meeting of Risk Management Committee ("RMC") was held on May 07, 2026 i.e., during the previous quarter ended June 30, 2026. However, no meeting of RMC was held during the current quarter ended September 30, 2026.	Yes	4	4	2	0
8	Corporate Social Responsibility Committee	07-05-2026			The last meeting of Corporate Social Responsibility Committee ("CSR") was held on May 07, 2026 i.e., during the previous quarter ended June 30, 2026. However, no meeting of CSR was held during the current quarter ended September 30, 2026.	Yes	3	2	2	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	

No records available

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	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)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

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	13-10-2026

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
1	Food Safety Appellate Tribunal (FSAT), Jaipur	On January 16, Food safety Officer (FSO), Jaipur has picked up a sample of Sundrop Oil and sent it for analysis. The Food Analysis after testing the product declared it as 'misbranded', since the product is having a line 'Healty Oil for Healty People'. Subsequently, the FSO has filed a complaint before the 'Adjudicating Officer and Additional District Magistrate, Jaipur'. In January 2023, the Adjudicating Officer and Additional District Magistrate had decided the complaint and imposed a penalty of INR 50,000 on the Comapny. Subsequently, the Company had filed an appeal against the said order before Food Safety Appellate Tribunal (FSAT), Jaipur. In September 2026, FSAT, Jaipur has dismissed the appeal filed by the Company through its order dated 03.09.2026.	10-09-2026	Regulation 2.2.1(3)/2.3.1.5 of FSS (Packaging and Labelling) Regulation, 2011	The Company is preparing to file the appeal against the order dated 10-09-2026 before High Court of Rajasthan. There is no other impact on the financials or operations of the Company.

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	Additional Commissioner, Secunderabad Commisionerate, Basheerbagh, Hyderabad	29-04-2024	As per the previous disclosure, an Order was issued for FY 2018-19 based on the scrutiny of GST returns, disallowing the ITC as it was excessively claimed. GST amount of INR.1.05 crores; Penalty INR. 10.70 lakhs. Company filed Appeal before Commissioner (Appeals). Personal hearing was held on 09.12.2024 and the Order in Original was received with revised demand of INR. 8,49,866/-.The Company had filed appeal before GSTAT on 17.06.2026. During the current quarter, the appeal application was successfully registered on 09.07.2026 and is pending for listing hearing.	The Company had filed appeal before GSTAT on 17.06.2026. The appeal application was successfully registered on 09.07.2026 and is pending for listing hearing.
2	Commissioner, Hyderabad III Commissionerate, Basheerbagh, Hyderabad	24-06-2013	As per 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 conetested that Peanut Butter is exempt and ACD and SAD has been paid and cenvat credit taken. Excise duty INR.1.40 crores; Penalty INR.1.40 crores. The Company filed Appeal before CESTAT on 30.09.2013. CESTAT had set aside the major demand of INR 2,71,96,416/-. The Tribunal has, however, upheld the demand relating to CENVAT on goods written off amounting to INR 9,02,314/- with interest. The Company had filed an appeal before GSTAT on 25.06.2026. During the current quarter, GSTAT issued deficiency memo on 30.09.2026 and the Company is in the process of filing reply to deficiency.	The Company had filed an appeal before GSTAT on 25.06.2026. GSTAT issued deficiency memo on 30.09.2026 and the Company is in the process of filing reply to deficiency.
3	Deputy Commissioner (SGST), Sector-7, Ghaziabad I, Uttar Pradesh	29-09-2026	The Company received a Show Cause Notice (SCN) dated September 29, 2026, based on the scrutiny of GST returns for the FY 2022-23, issued by the Deputy Commissioner (SGST), Sector-7, Ghaziabad I, Uttar Pradesh, under Section 73 of the UPGST/ CGST Act, 2017, the State Tax, Uttar Pradesh Goods and Services Tax, Ghaziabad Zone-1. The stated SCN has raised a GST demand of INR 26,37,65,281.41/- inclusive a penalty of INR 2,39,78,661.93/-.	The Company is in the process of replying to this SCN, demands and the allegations contained therein on the grounds that the stated authority has not considered the GST liability already discharged by the Company on deemed supplies, export under Letter of Undertaking (LUT) and Reverse Charge Mechanism for the contended Financial Year 2022-23.