



VARUN BEVERAGES LIMITED



Corporate Off : Plot No.31, Institutional Area, Sec.-44, Gurgaon, Haryana-122002 (India)
Ph.: +91-124-4643100-500 • Fax: +91-124-4643303/04 • E-mail : info@rjcorp.in • Visit us at : www.varunbeverages.com
CIN No. : L74899DL1995PLC069839

January 17, 2025

To

| | |
|---|--|
| National Stock Exchange of India Ltd. Exchange Plaza, Block G,C/1, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Email: cmlist@nse.co.in Symbol: VBL | BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Email: corp.relations@bseindia.com Security Code: 540180 |
|---|--|

Sub: Corporate Governance Report under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Financial Year ended December 31, 2024

Dear Sir / Madam,

Pursuant to the provisions of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report of the Company for the Quarter and Financial Year ended December 31, 2024 is enclosed.

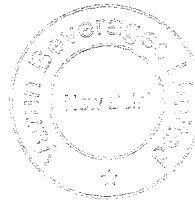
Further, please note that the Company is following 1st January to 31st December as its financial year in terms of Section 2 (41) of the Companies Act, 2013 as approved by the Company Law Board.

You are requested to kindly take the same on record.

Yours faithfully,

For Varun Beverages Limited

Ravi Batra
Chief Risk Officer & Group Company Secretary



Encl.: As above

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General information about company

| | |
|--|-------------------------|
| Scrip code | 540180 |
| NSE Symbol | VBL |
| MSEI Symbol | NOTLISTED |
| ISIN | INE200M01039 |
| Name of the entity | VARUN BEVERAGES LIMITED |
| Date of start of financial year | 01-01-2024 |
| Date of end of financial year | 31-12-2024 |
| Reporting Quarter | Yearly |
| Date of Report | 31-12-2024 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 100 listed entities |

Enter the quarter ended date only

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Annexure I
Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of roles on composition of board of directors explanatory | | Add Notes | | | | | | | | | | | | | | | | | | | | | | | | |
|--|----------------------------|------------|----------|--|---------------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|------------------------------|--|---|--|---|----------------------|-----------------------------|-----------------------------|--|
| Whether the listed entity has a Regular Chairperson | | | | No | | | | | | | | | | | | | | | | | | | | | | |
| Whether Chairperson is related to MD or CEO | | | | No | | | | | | | | | | | | | | | | | | | | | | |
| Disqualification of Directors under section 164 of the Companies Act, 2013 | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sl | Name of Director | PAN | DIR | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? (Refer Reg. 172A of Listing Regulations) | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Term 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(i) of Listing Regulations) | Number of memberships in Audit/Shareholder Committee(s) including this listed entity (Refer Regulation 20(i) of Listing Regulations) | No of part of Chairperson or Audit/Shareholder Committee held in listed entities including this listed entity (Refer Regulation 20(i) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN | |
| 1 | Mr. Eswar Lakshmi | AJFB1845G | 00007068 | Non-Executive - Non Independent Director | Chairperson related to Director | | 25-11-1959 | No | | | | Active | No | | 16-05-1995 | | | | | 3 | 0 | 1 | 0 | | | |
| 2 | Mr. Vinay Mahapatra | AJGJ09168G | 01495412 | Executive Director | Non Available | | 10-11-1987 | No | | | | Active | No | | 26-05-2008 | 01-11-2024 | | | | 2 | 0 | 0 | 0 | | | |
| 3 | Mr. P. Paragathi | AJLJ08191G | 00008664 | Executive Director | Non Available | | 07-08-1967 | No | | | | Active | No | | 21-10-2004 | 01-11-2024 | | | | 2 | 0 | 1 | 0 | | | |
| 4 | Ms. Roshni Jai Singh Bagga | AJLJ08191G | 08104270 | Executive Director | Non Available | | 05-07-1983 | No | | | | Active | No | | 02-05-2010 | 02-05-2024 | | | | 1 | 0 | 0 | 0 | | | |
| 5 | Mr. Naveen Trivedi | AJLJ27190G | 00019148 | Non-Executive - Non Independent Director | Non Available | | 11-08-1986 | No | | | | Active | No | 01-06-2024 | 21-06-2024 | | | | | 2 | 0 | 0 | 0 | | | |
| 6 | Mr. Raj Gupte | AJLJ27190G | 00019148 | Non-Executive - Independent Director | Non Available | | 21-10-1959 | No | | | | Active | No | | 18-04-2018 | 18-04-2024 | | | | 81.11 | 4 | 4 | 4 | | | |
| 7 | Mr. Advaitam Seth | AJLJ20122G | 00170144 | Non-Executive - Independent Director | Non Available | | 05-12-1951 | No | | | | Active | No | | 03-05-2012 | | | | | 10.35 | 2 | 2 | 1 | | | |
| 8 | Mr. Anand Kumar Soodhi | AJLJ04187G | 00295131 | Non-Executive - Independent Director | Non Available | | 11-01-1956 | No | | | | Active | No | | 21-05-2022 | | | | | 10.35 | 1 | 1 | 0 | | | |
| 9 | Mr. Jay Shinde | AJLJ24191G | 01201801 | Non-Executive - Independent Director | Non Available | | 01-05-1982 | No | | | | Active | No | | 16-04-2019 | 16-04-2024 | | | | 82.11 | 1 | 1 | 0 | | | |
| 10 | Mr. Roshni Chaturvedi | AJLJ04190G | 00117814 | Non-Executive - Independent Director | Non Available | | 01-05-1959 | No | | | | Active | No | | 13-03-2018 | 13-03-2024 | | | | 81.11 | 3 | 3 | 0 | | | |

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Disclosure of notes on composition of committees explanatory

[Add Notes](#)

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

| 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 | 00023487 | Ravi Gupta | Non-Executive - Independent Director | Chairperson | 19-03-2018 | | |
| 2 | 00337814 | Rashmi Dhariwal | Non-Executive - Independent Director | Member | 19-03-2018 | | |
| 3 | 01001803 | Sita Khosla | Non-Executive - Independent Director | Member | 30-10-2019 | | |
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| 9 | | | | | | | |
| 10 | | | | | | | |

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

| 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 | 00337814 | Rashmi Dhariwal | Non-Executive - Independent Director | Chairperson | 19-03-2018 | | |
| 2 | 00003668 | Ravi Kant Jaipuria | Non-Executive - Non Independent Director | Member | 27-04-2016 | | |
| 3 | 00023487 | Ravi Gupta | Non-Executive - Independent Director | Member | 19-03-2018 | | |
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

| 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 | 01001803 | Sita Khosla | Non-Executive - Independent Director | Chairperson | 19-03-2018 | | |
| 2 | 00003649 | Raj Pal Gandhi | Executive Director | Member | 28-03-2016 | | |
| 3 | 00337814 | Rashmi Dhariwal | Non-Executive - Independent Director | Member | 07-02-2019 | | |
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| 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 | 00023487 | Ravi Gupta | Non-Executive - Independent Director | Chairperson | 09-08-2018 | | |
| 2 | 00337814 | Rashmi Dhariwal | Non-Executive - Independent Director | Member | 09-08-2018 | | |
| 3 | 01001803 | Sita Khosla | Non-Executive - Independent Director | Member | 30-10-2019 | | |
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

| 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 | 00337814 | Rashmi Dhariwal | Non-Executive - Independent Director | Chairperson | 19-03-2018 | | |
| 2 | 00003668 | Ravi Kant Jaipuria | Non-Executive - Non Independent Director | Member | 27-04-2016 | | |
| 3 | 02465412 | Varun Jaipuria | Executive Director | Member | 04-11-2019 | | |
| 4 | 00003649 | Raj Pal Gandhi | Executive Director | Member | 20-03-2015 | | |
| 5 | | | | | | | |
| 6 | | | | | | | |

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| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | | |
| 2 | | | | | | |
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

| 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* |
|----|---|---|------------------------------|--|---|---|---|
| | Add Delete | | | | | | |
| 1 | 15-07-2024 | | | Yes | 10 | 8 | 4 |
| 2 | 30-07-2024 | 14 | | Yes | 10 | 9 | 4 |
| 3 | 09-10-2024 | 70 | | Yes | 10 | 7 | 4 |
| 4 | 22-10-2024 | 12 | | Yes | 10 | 10 | 5 |
| 5 | 12-11-2024 | 20 | | Yes | 10 | 9 | 4 |

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* to be filled in only for the current quarter meetings

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

| 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) |
|----|---|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| | Add | Delete | | | | | | | | |
| 1 | Audit Committee | 30-07-2024 | | | | Yes | 3 | 3 | 3 | 0 |
| 2 | Audit Committee | 22-10-2024 | 83 | | | Yes | 3 | 3 | 3 | 0 |
| 3 | Audit Committee | 12-11-2024 | 20 | | | Yes | 3 | 3 | 3 | 0 |
| 4 | Risk Management Committee | 30-07-2024 | | | | Yes | 3 | 3 | 3 | 0 |
| 5 | Risk Management Committee | 22-10-2024 | 83 | | | Yes | 3 | 3 | 3 | 0 |
| 6 | Risk Management Committee | 12-11-2024 | 20 | | | Yes | 3 | 3 | 3 | 0 |
| 7 | Corporate Social Responsibility Committee | 22-10-2024 | | | | Yes | 4 | 3 | 1 | 0 |
| 8 | Nomination and remuneration committee | 16-09-2024 | | | | Yes | 3 | 2 | 1 | 0 |
| 9 | Nomination and remuneration committee | 27-09-2024 | 10 | | | Yes | 3 | 2 | 1 | 0 |

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* to be filled in only for the current quarter meetings

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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

[Add Notes](#)

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 |
|-----|-------------------|----------------------------|
|-----|-------------------|----------------------------|

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| V. Related Party Transactions | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes on related party transactions | | | Add Notes |
| Disclosure of notes of material transaction with related party | | | Add Notes |

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| 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 to 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. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Add Notes |

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Annexure 1

| Sr | Subject | Compliance status |
|-----------|-------------------|---|
| 1 | Name of signatory | Ravi Batra |
| 2 | Designation | Company Secretary and Compliance Officer |

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| Sr | Item | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address |
|------|--|-------------------------------|--|---|
| 1 | Details of business | Yes | | https://www.varunbeverages.com/our-business/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/1-2.-Terms-of-IDs.pdf |
| 3 | Composition of various committees of board of directors | Yes | | https://www.varunbeverages.com/composition-of-the-committees-of-the-board/ |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/19-Code-Of-Conduct-For-Board-Of-Directors-and-Senior-Management-Revised.pdf |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/21-VIGIL-MECHANISM-POLICY.pdf |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://www.varunbeverages.com/wp-content/uploads/2024/03/VBL-AR-2023.pdf |
| 7 | Policy on dealing with related party transactions | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/16-Policy-on-Related-Party-Transactions.pdf |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/17-3.-Policy-on-Material-Subsidiary-VBL.pdf |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/2-1.-Details-of-Familiariation-Programme-of-IDs.pdf |
| 10 | Email address for grievance redressal and other relevant details | Yes | | https://www.varunbeverages.com/investor-contacts/ |
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://www.varunbeverages.com/investor-contacts/ |
| 12 | Financial results | Yes | | https://www.varunbeverages.com/financial-results/ |
| 13 | Shareholding pattern | Yes | | https://www.varunbeverages.com/shareholding-pattern/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15.1 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | https://www.varunbeverages.com/corporate-announcements/ |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls | Yes | | https://www.varunbeverages.com/financial-results/ |
| 16 | New name and the old name of the listed entity | NA | | |

| | | | | |
|----|---|-----|---------------------------|---|
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://www.varunbeverages.com/newspaper-advertisement/ |
| 18 | Credit rating or revision in credit rating obtained | Yes | | https://varunbeverages.com/wp-content/uploads/2023/03/20-VBLCreditRating.pdf |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | https://www.varunbeverages.com/annual-reports/ |
| 20 | Secretarial Compliance Report | Yes | | https://www.varunbeverages.com/wp-content/uploads/2024/02/13-24A_VBL_31122023.pdf |
| 21 | Materiality Policy as per Regulation 30 (4) | Yes | | https://www.varunbeverages.com/wp-content/uploads/2023/03/18-Policy-on-Material-Events-VBL.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.varunbeverages.com/wp-content/uploads/2023/03/18-Policy-on-Material-Events-VBL.pdf |
| 23 | Disclosures under regulation 30(8) | Yes | | https://www.varunbeverages.com/ |
| 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.varunbeverages.com/wp-content/uploads/2023/03/10-Dividend-Distribution-Policy.pdf |
| 26 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | | https://www.varunbeverages.com/annual-reports/ |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | https://www.varunbeverages.com/ |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | | https://www.varunbeverages.com/ |
| 29 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | | Add Notes | |

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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) & 25(6) | 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) | NA | |
| 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) | NA | |
| 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) | NA | |
| 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 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 47 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 48 | 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 | |
| 49 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2) | Yes | |
| Any other information to be provided | | | | Add Notes |

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Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | Ravi Batra |
| 2 | Designation | Company Secretary and Compliance Officer |

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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 | Yes |
| Any other information to be provided | | Add Notes |

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Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | Ravi Batra |
| 2 | Designation | Company Secretary and Compliance Officer |

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| Additional Half yearly Disclosure | | | |
|--|--|---|---|
| Applicability of disclosure | Applicable | | |
| Reason for Non Applicability | Add Notes | | |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below The Figure should be mentioned in Actual INR only | | | |
| (A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0.00 | 0.00 | |
| Promoter Group or any other entity controlled by them | 0.00 | 0.00 | |
| Directors (including relatives) or any other entity controlled by them | 0.00 | 0.00 | |
| KMPs or any other entity controlled by them | 0.00 | 0.00 | |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | Nil | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | Nil | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | Nil | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | Nil | 0.00 | 0.00 |
| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by | | | |
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | Nil | 0.00 | 0.00 |
| Promoter Group or any other entity controlled by them | Nil | 0.00 | 0.00 |
| Directors (including relatives) or any other entity controlled by them | Nil | 0.00 | 0.00 |
| KMPs or any other entity controlled by them | Nil | 0.00 | 0.00 |
| (D) Additional Information | | | Add Notes |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to | | Yes | Add Notes |
| Name | Rajesh Chawla | | |
| Designation | CFO | | |
| Place | Gurugram | | |
| Date | 17-01-2025 | | |

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Signatory Details

| | |
|-----------------------|--|
| Name of signatory | Ravi Batra |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Gurugram |
| Date | 17-01-2025 |

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