

Corporate Governance Report for quarter ended December 31, 2024

Quarter Ending :December 2024

Annexure I

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	<p>1. The Board of Directors of the Company at its meeting held on November 11, 2024 took note of the resignation tendered by Mr. Aniket Damle (DIN: 08538557) as Non-Executive Director, which is effective from the close of business hours of November 11, 2024.</p> <p>2. The Board of Directors of the Company at its meeting held on November 11, 2024 considered and approved the appointment of Ms. Ayshwarya Vikram (DIN: 08153649) as the Additional (Non-Executive, Non-Independent) Director of the Company, with effect from November 12, 2024, proposed to be appointed as a Non-Executive Director, liable to retire by rotation, subject to the approval of the shareholders of the Company. The Company is in process of seeking approval of shareholders in this regard, by way of Postal Ballot only by voting through electronic means. The voting on Postal Ballot shall end on Thursday, February 6, 2025.</p> <p>3. The number of chairpersonships include chairpersonships of committees in listed companies only. However, number of memberships include chairpersonships of committees in public limited companies, whether listed or not, in terms of the provisions of Regulation 26(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).</p>
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					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
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status													
1	Mr	Davinder Singh Brar	00068502	Non-Executive - Independent Director, Chairperson	No	-	-	-	Active	Yes	21-08-2024	22-08-2019	22-08-2024	-	64.09	1	1	2	0	-	-	-
2	Ms	Sharmila Abhay Karve	05018751	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	22-08-2019	22-08-2024	-	64.09	5	5	7	5	-	-	-
3	Mr	Shashank Sinha	02544431	Non-Executive - Independent Director	No	-	-	-	Active	NA	-	04-09-2023	04-09-2023	-	15.27	1	1	0	0	-	-	-
4	Mr	Anand T Kripalu	00118324	Executive Director, CEO-MD	No	-	-	-	Active	NA	-	18-08-2021	-	-	-	3	2	3	1	-	-	-
5	Mr	Amit Dixit	01798942	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	22-08-2019	-	-	-	3	0	0	0	-	-	-
6	Mr	Dhaval Jitendra Buch	00106813	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	19-04-2021	-	-	-	1	0	0	0	-	-	-
7	Mr	Animesh Agrawal	08538625	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	22-08-2019	-	-	-	2	0	3	1	-	-	-
8	Ms	Ayshwarya Ravi Vikram	08153649	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	12-11-2024	-	-	-	1	0	1	0	-	-	-
9	Mr	Aniket Damle	08538557	Non-Executive - Non Independent Director	No	-	-	-	Active	NA	-	22-08-2019	-	11-11-2024	-	0	0	0	0	Others	-	-

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II. Composition of Committees

Disclosure of notes on composition of committees explanatory				-			
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	05018751	Sharmila Abhay Karve	Non-Executive - Independent Director	Chairperson	22-08-2019	-	-
2	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Member	22-08-2019	-	-
3	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	26-04-2021	-	-
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	02544431	Shashank Sinha	Non-Executive - Independent Director	Chairperson	05-09-2023	-	-
2	01798942	Amit Dixit	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Member	22-08-2019	-	-

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	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Chairperson	22-08-2019	-	-
2	02544431	Shashank Sinha	Non-Executive - Independent Director	Member	13-08-2024	-	-
3	08153649	Ayshwarya Ravi Vikram	Non-Executive - Non Independent Director	Member	12-11-2024	-	Ms. Ayshwarya Ravi Vikram (DIN: 08153649) has been appointed as a member of Stakeholders Relationship Committee with effect from November 12, 2024.
4	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	26-04-2021	11-11-2024	Mr. Aniket Damle (DIN: 08538557) has ceased to be a member of Stakeholders Relationship Committee with effect from the close of business of November 11, 2024.

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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	00106813	Dhaval Jitendra Buch	Non-Executive - Non Independent Director	Chairperson	26-04-2021	-	-
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	99999999	Murugappan Ramasamy	Chief Operating Officer	Member	01-11-2018	-	Mr. Murugappan Ramasamy is the Chief Operating Officer and a Member of the Risk Management Committee of the Company.
4	99999999	Kamlesh Jain	Chief Information Officer	Member	05-11-2022	-	Mr. Kamlesh Jain is the Chief Information Officer and a Member of the Risk Management Committee of the Company.
5	99999999	Deepak Goyal	Chief Financial Officer	Member	19-08-2023	-	Mr. Deepak Goyal is the Chief Financial Officer and a Member of the Risk Management Committee of the Company.
6	00118324	Anand T Kripalu	Executive Director	Member	18-08-2021	-	-
7	02544431	Shashank Sinha	Non-Executive - Independent Director	Member	05-09-2023	-	-
8	08153649	Ayshwarya Ravi Vikram	Non-Executive - Non Independent Director	Member	12-11-2024	-	Ms. Ayshwarya Ravi Vikram (DIN: 08153649) has been appointed as a member of Risk Management Committee with effect from November 12, 2024.
9	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	22-08-2019	11-11-2024	Mr. Aniket Damle (DIN: 08538557) has ceased to be a member of Risk Management Committee with effect from the close of business hours of November 11, 2024.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00068502	Davinder Singh Brar	Non-Executive - Independent Director	Chairperson	22-08-2019	-	-
2	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Member	22-08-2019	-	-
3	00106813	Dhaval Jitendra Buch	Non-Executive - Non Independent Director	Member	26-04-2021	-	-

Security Committee							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	08538625	Animesh Agrawal	Non-Executive - Non Independent Director	Chairperson	-	-	-
2	08153649	Ayshwarya Ravi Vikram	Non-Executive - Non Independent Director	Member	-	-	Ms. Ayshwarya Ravi Vikram (DIN: 08153649) has been appointed as a member of Security Committee with effect from November 12, 2024.
3	08538557	Aniket Damle	Non-Executive - Non Independent Director	Member	-	-	Mr. Aniket Damle (DIN: 08538557) has ceased to be a member of Security Committee with effect from the close of business of November 11, 2024.

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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	13-08-2024	-	-	Yes	8.00	6	2
2	11-11-2024	89	-	Yes	8.00	6	3
3	19-12-2024	37	-	Yes	8.00	6	2

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IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory							-			
Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	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	13 Aug 2024	-	-	-	Yes	3	3	2	0
2	Audit Committee	11 Nov 2024	89	-	-	Yes	3	3	2	0
3	Nomination and remuneration committee	30 Oct 2024	-	-	-	Yes	3	3	2	0
4	Risk Management Committee	11 Oct 2024	-	-	-	Yes	5	4	1	2

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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			-
Disclosure of notes of material transaction with related party			-

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Cyber Security Incidence

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	0
Date of the event	-
Brief details of the event	-

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VI. 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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee 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 of 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 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:	<p>The compliance report on corporate governance for the previous quarter ended on September 30, 2024, was placed before the Board of Directors ("Board") at its meeting held on November 11, 2024 and the Board took note of the same.</p> <p>Further, this compliance report on corporate governance, for the quarter ended on December 31, 2024, will be placed before the Board, at its next meeting.</p>

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Sr	Subject	Compliance status
1.	Name of signatory	Onkar Ghangurde
2.	Designation	Company Secretary and Compliance Officer