

CORPORATE GOVERNANCE REPORT OF THE COMPANY AS ON JUNE 30, 2024

COMPOSITION OF BOARD OF DIRECTORS

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	Abhishek Singhania	00087844	Executive Director, Chairperson related to Promoter, MD	No	-	-	-	-	NA	-	04-01-2021	06-02-2024	-	41.28	1	0	2	0	-		
2	Mr	Maneesh Mansingka	00031476	Non-Executive - Non-Independent Director	No	-	-	-	-	NA	-	07-05-2022	07-05-2022	-	25.25	2	0	1	0	-		
3	Mrs	Renu Nanda	08493324	Non-Executive - Independent Director	No	-	-	-	-	NA	-	14-08-2019	10-05-2024	-	58.18	1	1	2	2	-		
4	Mr	Partho Pratim Kar	00508567	Executive Director, MD	No	-	-	-	-	NA	-	12-02-2021	15-04-2024	-	40.17	1	0	3	1	-		
5	Mr	Rajiv Bajaj	00011638	Non-Executive - Independent Director	No	-	-	-	-	NA	-	10-08-2022	20-09-2022	-	22.22	1	1	1	0	-		
6	Mr	Rajesh Relan	00505611	Non-Executive - Independent Director	No	-	-	-	-	NA	-	10-08-2022	20-09-2022	-	22.22	2	2	1	0	-		

Notes:

Disclosure of notes on composition of board of directors' explanatory - The Board of Directors of the Company had re-designated Mr. Partho Pratim Kar (DIN:00508567)- Non-Executive, Non-Independent Director of the Company as the Joint Managing Director in its meeting held on April 15,2024 for a period of 3 (three) Years commencing from April 15, 2024 to April 14, 2027 (both days inclusive).
Since there is no option of selecting the designation of Joint Managing Director, therefore we have selected the category of Directorship of Mr. Partho Pratim Kar as Managing Director.



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COMPOSITION OF 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	08493324	Renu Nanda	Non-Executive - Independent Director	Chairperson	10-08-2022	-	-
2	00505611	Rajesh Relan	Non-Executive - Independent Director	Member	10-08-2022	-	-
3	00508567	Partho Pratim Kar	Executive Director	Member	27-05-2022	-	On account of re-designation of Mr. Partho Pratim Kar from Non-Executive Director to Joint Managing Director w.e.f. April 15, 2024 the composition of Audit Committee stand modified to the extent of change in category of Directorship of Mr. Partho Pratim Kar.
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	08493324	Renu Nanda	Non-Executive - Independent Director	Chairperson	10-08-2022	-	-
2	00031476	Maneesh Mansingka	Non-Executive - Non-Independent Director	Member	15-04-2024	-	-
3	00505611	Rajesh Relan	Non-Executive - Independent Director	Member	10-08-2022	-	-
4	00508567	Partho Pratim Kar	Executive Director	Member	27-05-2022	15-04-2024	On account of re-designation of Mr. Partho Pratim Kar from Non-Executive Director to Joint Managing Director w.e.f. April 15, 2024, Mr. Partho Pratim Kar ceased to be a member of Nomination and Remuneration Committee and Mr. Maneesh Mansingka was co-opted as a member in his place w.e.f. April 15, 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	08493324	Renu Nanda	Non-Executive - Independent Director	Chairperson	10-08-2022	-	-
2	00087844	Abhishek Singhania	Executive Director	Member	04-01-2021	-	-
3	00508567	Partho Pratim Kar	Executive Director	Member	10-08-2022	-	On account of re-designation of Mr. Partho Pratim Kar from Non-Executive Director to Joint Managing Director w.e.f. April 15, 2024 the composition of Stakeholders Relationship Committee stand modified to the extent of change in category of Directorship of Mr. Partho Pratim Kar.



MEETING OF BOARD OF DIRECTORS

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	06-02-2024	-	-	Yes	6.00	6	3
2	15-04-2024	68	-	Yes	6.00	6	3
3	10-05-2024	24	-	Yes	6.00	5	3

MEETING OF COMMITTEES

Sr	Name of Committee	Enter Date(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	06 Feb 2024	-	-	-	Yes	3	3	2	0
2	Audit Committee	05 Apr 2024	58	-	-	Yes	3	3	2	0
3	Audit Committee	10 May 2024	34	-	-	Yes	3	3	2	0
4	Nomination and remuneration committee	06 Feb 2024	-	-	-	Yes	3	3	2	0
5	Nomination and remuneration committee	15 Apr 2024	68	-	-	Yes	3	3	2	0
6	Nomination and remuneration committee	10 May 2024	24	-	-	Yes	3	2	2	0
7	Stakeholders Relationship Committee	06 Feb 2024	-	-	-	Yes	3	3	1	0



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	Yes	-
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			<p>The Company has obtained shareholder's approval by way of Postal Ballot through e-voting process on June 23, 2024 for the material related party transaction.</p> <p>Type of Transaction: The nature of transaction(s) are in the form of providing financial assistance/support to JK Phillips LLP through additional investments, loans, guarantees or providing securities in respect of loan obtained by the LLP etc., from time to time, in future, for a maximum aggregate value upto INR 100 Crores (Indian Rupees One Hundred Crores) for the FY 2024-25.</p>
Disclosure of notes of material transaction with related party			-



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)	NA
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:	-

