

Date:20/04/2024

To,  
The Department of Corporate Services,  
BSE Limited, 1st Floor, P.J. Towers,  
Dalal Street, Mumbai – 400 001

Subject: **Report on Corporate Governance for the year and quarter ended on 31st March, 2024**

With reference to Regulation 27(2)(a) of the **SEBI (LODR) Regulations, 2015** (as amended), please find attached Report on Corporate Governance for the for the year and quarter ended 31st March 2024.

Further XBRL filing of the said report was reported.

We request you to take the same on record.

For Annapurna Finance Pvt Ltd

Subrata Pradhan  
Company Secretary cum Compliance Officer

**Enclosure: Report on Corporate Governance for the year and quarter ended 31st March 2024.**

**FORMAT OF REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY A LISTED ENTITY ON QUARTERLY BASIS**

1. Name of Listed Entity: ANNAPURNA FINANCE PVT LTD  
 2. Quarter ending: 31 MARCH 2024

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive / Non-Executive / independent /Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure	Date of Birth	No. Of directorship in listed entities including this listed entity  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of membership 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)
Mr.	Gobinda Chandra Pattanaik	DIN:02716330 PAN:-	Chairperson / Executive	13/08/2009	25-09-2023	NA	NA	23-06-1968	0	0	0	0
Mr.	Dibyajyoti Pattanaik	DIN:02764187 PAN:-	Executive	14/09/2009	25-09-2023	NA	NA	27-06-1977	0	0	0	0
Mr.	Krishna Kumar Tiwary	DIN:02914614 PAN:-	Independent	23/05/2014	31-08-2021	NA	118.08 months	29-02-1972	0	0	1	0
Mr.	Sean Leslie Nossel	DIN: 05327455 PAN:-	Independent	23/05/2014	31-08-2021	NA	118.08 months	11-06-1970	0	0	0	0
Mr.	Ashok Ranjan Samal	DIN:00918164 PAN:-	Independent	17/10/2016	31-08-2021	NA	89.14 months	24-07-1955	0	0	0	0

Ms.	Christina Stefanie Juhasz	DIN:06451902 PAN:-	Nominee	30/11/2016	NA	NA	NA	29-12-1967	0	0	0	0
Mr.	R V Dilip Kumar	DIN:01060651 PAN:-	Nominee	25/06/2021	NA	NA	NA	20-10-1968	0	0	1	0
Mr.	Arup Kumar	DIN: 07682113 PAN:-	Nominee	28-09-2022	NA	NA	NA	10-09-1968	0	0	0	0
Mr.	Sunit Vasant Joshi	DIN:02962154 PAN:-	Nominee	19/05/2020	NA	NA	NA	09-12-1955	0	0	0	0
Mr.	Venkiteswaran M R	DIN:08286433 PAN:-	Nominee	25/09/2020	NA	NA	NA	25-05-1960	0	0	0	0
Ms.	Radhika Jayant Shroff	DIN:09210584 PAN:-	Nominee	25/06/2021	NA	NA	NA	28-01-1974	0	0	0	0
Mr.	Abhishek Agrawal	DIN: 06760344 PAN:-	Nominee	23/12/2021	NA	NA	NA	08-08-1980	0	0	1	0
Mr.	Guillaume Accarain	DIN:09527231 PAN:-	Nominee	18/04/2021	NA	NA	NA	02-11-1990	0	0	0	0
Mr.	Govinda Rajulu Chintala	DIN:03622371 PAN:-	Independent	25/09/2023	NA	NA	6.07 Months	15-07-1962	0	0	2	2
Mr.	Ajay Bhaskar Limaye	DIN:02762738 PAN:-	Nominee	25/09/2023	NA	NA	NA	20-05-1969	0	0	0	0

Whether Regular chairperson appointed: YES

Whether Chairperson is related to managing director or CEO: YES

↳ PAN of any director would not be displayed on the website of Stock Exchange. PAN Details omitted from above. The same was reported in xbrl utility filing to BSE.

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than onecategory write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non- Executive/ independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Krishna Kumar Tiwary Mr. Ashok Ranjan Samal Ms. Christina Stefanie Juhasz Mr. Govinda Rajulu Chintala	Independent/Chairperson Independent Nominee Independent	19-10-2012 30-11-2016 21-06-2019 08-11-2023	
2. Nomination & Remuneration Committee	No	Mr. Ashok Ranjan Samal Mr. Krishna Kumar Tiwary Mr. Sean Leslie Nossel Mr. Abhishek Agrawal	Independent Independent Independent Nominee	30-11-2016 06-08-2014 06-08-2014 25-09-2023	
3. Risk Management Committee (if applicable)	No	Ms. Christina Stefanie Juhasz Mr. Sunit Vasant Joshi Mr. Ashok Ranjan Samal Ms Radhika Jayant Sharoff	Nominee Nominee Independent Nominee	30-11-2016 09-07-2020 24-09-2021 24-09-2021	
4. Stakeholders Relationship Committee'	Yes	Mr. Ashok Ranjan Samal Mr. Gobinda Chandra Pattanaik Mr. Dibyajyoti Pattanaik	Independent//Chairperson Executive Executive	24-09-2021 24-09-2021 24-09-2021	
5. CSR & SPM Committee	Yes	Mr. Gobinda Chandra Pattanaik Mr. Sean Leslie Nossel Mr. Dibyajyoti Pattanaik Mr. Ashok Ranjan Samal	Executive/Chairperson Independent Executive Independent	25-11-2013 25-11-2013 25-11-2013 30-11-2016	
6 IT Strategy Committee	Yes	Mr. Ashok Ranjan Samal Mr. Gobinda Chandra Pattanaik Mr. Dibyajyoti Pattanaik Mr. Shankarshan Panda Mr. Dilipa Khuntia	Independent Executive Executive Chief Information Officer Chief Technical Officer	14-12-2017 14-12-2017 14-12-2017 24-09-2018 24-09-2018	
§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes / No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
08-11-2023	12-01-2024	Yes	9	3	64
	22-01-2024	Yes	12	4	9
	08-02-2024	Yes	10	3	16
* to be filled in only for the current quarter meetings					

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) * Yes / No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
07-02-2024 (Audit)	Yes	4	3	07-11-2023 (Audit)	91
07-02-2024 (Risk)	Yes	4	1	03-11-2023 (Risk)	95
(IT Strategy) 02-02-2024	Yes	2	1	03-11-2023	90
(NRC) 02-02-2024	Yes	3	2	Nil	Nil

\* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional  
\*\*to be filled in only for the current quarter meetings

V. Related Party Transactions			
Subject			Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained			Yes
Whether shareholder approval obtained for material RPT			NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee			Yes
<b>Note:</b>			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			
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
Date of the event	NA	Brief details of the event	NA

VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.-<b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- <b>Yes</b></p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- <b>Yes</b></p> <p>4. The meetings of the board of directors and above committees have been conducted in the manner as specified in SEBI(Listing Obligations &amp; Disclosure Requirements) Regulations, 2015.- <b>Yes</b></p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. <b>Yes.</b></p> <p>6. Any comments/observations/advice of the board of directors may be mentioned here-<b>No.</b></p>
<p><b>Subrata Pradhan, Company Secretary</b>  <b>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</b></p>

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## ANNEX II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year) : 31<sup>st</sup> March 2024**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/ No/ NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://annapurnafinance.in/">https://annapurnafinance.in/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://annapurnafinance.in/code-for-independent-directors/">https://annapurnafinance.in/code-for-independent-directors/</a>
c) Composition of various committees of board of directors	Yes	<a href="https://annapurnafinance.in/board-committees/">https://annapurnafinance.in/board-committees/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://annapurnafinance.in/code-of-conduct-of-board-of-directors-senior-management-personnel/">https://annapurnafinance.in/code-of-conduct-of-board-of-directors-senior-management-personnel/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://annapurnafinance.in/whistleblower-policy/">https://annapurnafinance.in/whistleblower-policy/</a>
f) Criteria of making payments to non-executive directors	NA	
g) Policy on dealing with related party transactions	Yes	<a href="https://annapurnafinance.in/policy-on-dealing-with-related-party-transaction/">https://annapurnafinance.in/policy-on-dealing-with-related-party-transaction/</a>
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://annapurnafinance.in/familiarization-program/">https://annapurnafinance.in/familiarization-program/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://annapurnafinance.in/grievance-redressal-policy/">https://annapurnafinance.in/grievance-redressal-policy/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://annapurnafinance.in/wp-content/uploads/2023/08/Contact-Information-for-Debt-Securities.pdf">https://annapurnafinance.in/wp-content/uploads/2023/08/Contact-Information-for-Debt-Securities.pdf</a>
l) Financial results	Yes	<a href="https://annapurnafinance.in/reg-52-financial-results/">https://annapurnafinance.in/reg-52-financial-results/</a>
m) Shareholding pattern	NA	
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) 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	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	NA	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://annapurnafinance.in/notices-intimation/">https://annapurnafinance.in/notices-intimation/</a>
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
t) Secretarial Compliance Report	Yes	<a href="https://annapurnafinance.in/reports-newsletters/">https://annapurnafinance.in/reports-newsletters/</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	
b) Materiality Policy as per Regulation 30	NA	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committeemeeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**Note**

- 1 *In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.*
- 2 *If status is "No" details of non-compliance may be given here.*
- 3 *If the Listed Entity would like to provide any other information the same may be indicated here.*

**III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. **N.A.**

**Subrata Pradhan**  
**Company Secretary / Compliance Officer / Managing Director / CEO / CFO**



**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	NA
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para Cof Schedule V	NA
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>Subrata Pradhan</b>  <b>Company Secretary / Compliance Officer / Managing Director / CEO / CFO</b></p>		

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

Half year ending 31<sup>st</sup> March, 2024 – Not Applicable (No such transactions)

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.** refer note below

(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		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(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	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	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	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00

**II. Affirmations:**

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 promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**Name & Designation** CEO / CFO

**Note**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
    - a) by a government company to/ for the Government or government company
    - b) by the listed entity to/ for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
    - c) by a banking company or an insurance company ; and
    - d) by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..