

## Corporate Governance

| General information about company |                       |
|-----------------------------------|-----------------------|
| Scrip Code                        | 543258                |
| NSE Symbol                        | INDIGOPNTS            |
| MSEI Symbol                       | NOTLISTED             |
| ISIN                              | INE09VQ01012          |
| Name of the entity                | Indigo Paints Limited |
| Date of start of financial year   | 01-APR-2024           |
| Date of end of financial year     | 31-MAR-2025           |
| Reporting Quarter                 | Quarterly             |
| Date of Report                    | 31-Dec-2024           |
| Risk management committee         | Applicable            |

### ANNEXURE I

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

|   |     |
|---|-----|
| Whether Regular chairperson appointed       | Yes |
| Whether Chairperson is related to MD or CEO | Yes |

#### **i. Composition Of Board Of Director**

| Title (Mr./Ms) | Name of the Director                 | DIN      | Category (Chairperson /Executive/Non-Executive/Independent/Nominee) | Sub Category | Initial Date of Appointment | Date of Re-appointment | Date of cessation | Tenure | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification |
|----------------|--------------------------------------|----------|---|--------------|-----------------------------|------------------------|-------------------|--------|---------------|---------------------------------------|--------------------------------|------------------------------|
| Mr.            | Hemant Kamala Jalan                  | 00080942 | C & ED  | MD           | 28-Mar-2000                 |                        |                   |        | 23-Aug-1957   | No                                    |                                |                              |
| Mr.            | Narayanan kutty Kottiedath Venugopal | 00296465 | ED  |              | 24-Feb-2016                 |                        |                   |        | 13-Sep-1948   | No                                    |                                |                              |
| Mr.            | Ravi Nigam                           | 00024577 | ID  |              | 28-Mar-2019                 | 28-Mar-2019            |                   | 69.04  | 06-Jan-1960   | No                                    |                                |                              |
| Mr.            | Sunil Badriprasad Goyal              | 00503570 | ID  |              | 13-Nov-2014                 | 01-Jun-2020            |                   | 55.00  | 04-Oct-1967   | No                                    |                                |                              |
| Mr.            | Praveen Kumar Ramniranjan Tripathi   | 03154381 | ID  |              | 13-Nov-2014                 | 01-Jun-2020            |                   | 55.00  | 04-Jun-1957   | No                                    |                                |                              |

|     |                     |          |        |  |             |             |  |       |             |    |  |  |
|-----|---------------------|----------|--------|--|-------------|-------------|--|-------|-------------|----|--|--|
| Ms. | Sakshi Vijay Chopra | 07129633 | NED,ND |  | 10-Oct-2018 |             |  |       | 24-Sep-1978 | No |  |  |
| Ms. | Ashwini Deshpande   | 00240443 | ID     |  | 26-May-2023 | 26-May-2023 |  | 19.05 | 28-Oct-1966 | No |  |  |
| Mr. | Parag Hemant Jalan  | 10638804 | NED    |  | 22-May-2024 |             |  |       | 24-Jul-1987 | No |  |  |
| Mr. | Abhay Kumar Pandey  | 01650845 | ID     |  | 07-Nov-2024 |             |  | 1.25  | 01-Dec-1971 | No |  |  |

| Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations] | Date of passing special resolution | 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 [With reference to proviso to regulation 17A (1)&17A(2)] | No of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | Membership in Committees of the Company | Remarks |
|-----------------------------|----------------|--|------------------------------------|--|---|---|--|---|---------|
|                             | Active         | NA   |                                    | 2  | 1   | 3   | 0  | AC,SC,RC                                |         |
|                             | Active         | NA   |                                    | 1  | 0   | 1   | 0  | SC,RC                                   |         |
|                             | Active         | NA   |                                    | 1  | 1   | 1   | 0  | AC,NRC                                  |         |
|                             | Active         | NA   |                                    | 3  | 2   | 5   | 3  | AC,NRC                                  |         |
|                             | Active         | NA   |                                    | 1  | 1   | 1   | 0  | AC,RC,NRC                               |         |
|                             | Active         | NA   |                                    | 1  | 0   | 0   | 0  |   |         |
|                             | Active         | NA   |                                    | 1  | 0   | 1   | 0  | AC                                      |         |
|                             | Active         | NA   |                                    | 1  | 1   | 2   | 1  | AC,SC,NRC                               |         |
|                             | Active         | NA   |                                    | 1  | 0   | 0   | 0  |   |         |
|                             | Active         | NA   |                                    | 1  | 1   | 0   | 0  |   |         |

| 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   | 00503570   | Sunil Badriprasad Goyal            | Non-Executive - Independent Director | Chairperson             | 11-Mar-2020         |                   |         |
| 2   | 00080942   | Hemant Kamala Jalan                | Executive Director                   | Member                  | 03-Jul-2020         |                   |         |
| 3   | 07129633   | Sakshi Vijay Chopra                | Non-Executive - Nominee Director     | Member                  | 11-Mar-2020         | 08-Nov-2024       |         |
| 4   | 00024577   | Ravi Nigam                         | Non-Executive - Independent Director | Member                  | 11-Mar-2020         |                   |         |
| 5   | 03154381   | Praveen Kumar Ramniranjan Tripathi | Non-Executive - Independent Director | Member                  | 05-Nov-2020         |                   |         |
| 6   | 00240443   | Ashwini Deshpande                  | Non-Executive - Independent Director | Member                  | 29-Jun-2023         |                   |         |

| Nomination and remuneration committee                 |            |                                    |                                      |                         |                     |                   |         |
|---|------------|------------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| 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   | 00024577   | Ravi Nigam                         | Non-Executive - Independent Director | Chairperson             | 29-Sep-2020         |                   |         |
| 2   | 00503570   | Sunil Badriprasad Goyal            | Non-Executive - Independent Director | Member                  | 29-Sep-2020         |                   |         |
| 3   | 03154381   | Praveen Kumar Ramniranjan Tripathi | Non-Executive - Independent Director | Member                  | 06-Aug-2021         |                   |         |
| 4   | 00240443   | Ashwini Deshpande                  | Non-Executive - Independent Director | Member                  | 29-Jun-2023         |                   |         |

| Stakeholders Relationship Committee                   |            |                                     |                                      |                         |                     |                   |         |
|---|------------|-------------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| 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   | 00240443   | Ashwini Deshpande                   | Non-Executive - Independent Director | Chairperson             | 29-Jun-2023         |                   |         |
| 2   | 00080942   | Hemant Kamala Jalan                 | Executive Director                   | Member                  | 20-Oct-2020         |                   |         |
| 3   | 00296465   | Narayanankutty Kottiedath Venugopal | Executive Director                   | Member                  | 20-Oct-2020         |                   |         |

| Risk Management Committee                             |            |                                     |                                      |                         |                     |                   |         |
|---|------------|-------------------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| 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   | 00296465   | Narayanankutty Kottiedath Venugopal | Executive Director                   | Chairperson             | 20-Oct-2020         |                   |         |
| 2   | 00080942   | Hemant Kamala Jalan                 | Executive Director                   | Member                  | 20-Oct-2020         |                   |         |
| 3   | 03154381   | Praveen Kumar Ramniranjan Tripathi  | Non-Executive - Independent Director | Member                  | 06-Aug-2021         |                   |         |
| 4   | 99999999   | Chetan Bhalchandra Humane           | Chief Financial officer              | Member                  | 20-Oct-2020         |                   |         |

| Annexure 1   |   |   |                              |  |   |   |   |
|--|---|---|------------------------------|--|---|---|---|
| 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-Jul-2024   |   |                              | true                                       | 8   | 7   | 4   |
| 2  | 06-Aug-2024   |   |                              | true                                       | 8   | 8   | 4   |
| 3  | 07-Nov-2024   |   |                              | true                                       | 9   | 8   | 4   |

| Annexure 1   |                                       |   |   |                         |                               |  |  |  |   |  |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 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 | 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) |
| 1  | Audit Committee                       | 06-Aug-2024   |   |                         |                               | true                                       | 6  | 6  | 4   | 0  |
| 2  | Audit Committee                       | 06-Nov-2024   | 91  |                         |                               | true                                       | 6  | 6  | 4   | 0  |
| 3  | Nomination and remuneration committee | 13-Jul-2024   |   |                         |                               | true                                       | 4  | 4  | 4   | 0  |
| 4  | Nomination and remuneration committee | 06-Nov-2024   | 115   |                         |                               | true                                       | 4  | 4  | 4   | 0  |
| 5  | Risk Management Committee             | 18-Oct-2024   |   |                         |                               | true                                       | 3  | 3  | 1   | 1  |

**Annexure 1**

**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 |  |                               |  |

**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   |                   |                            |
| Sr   | Date of the event | Brief details of the event |

**Annexure 1**

**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 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:   |                            |

**Annexure 1**

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