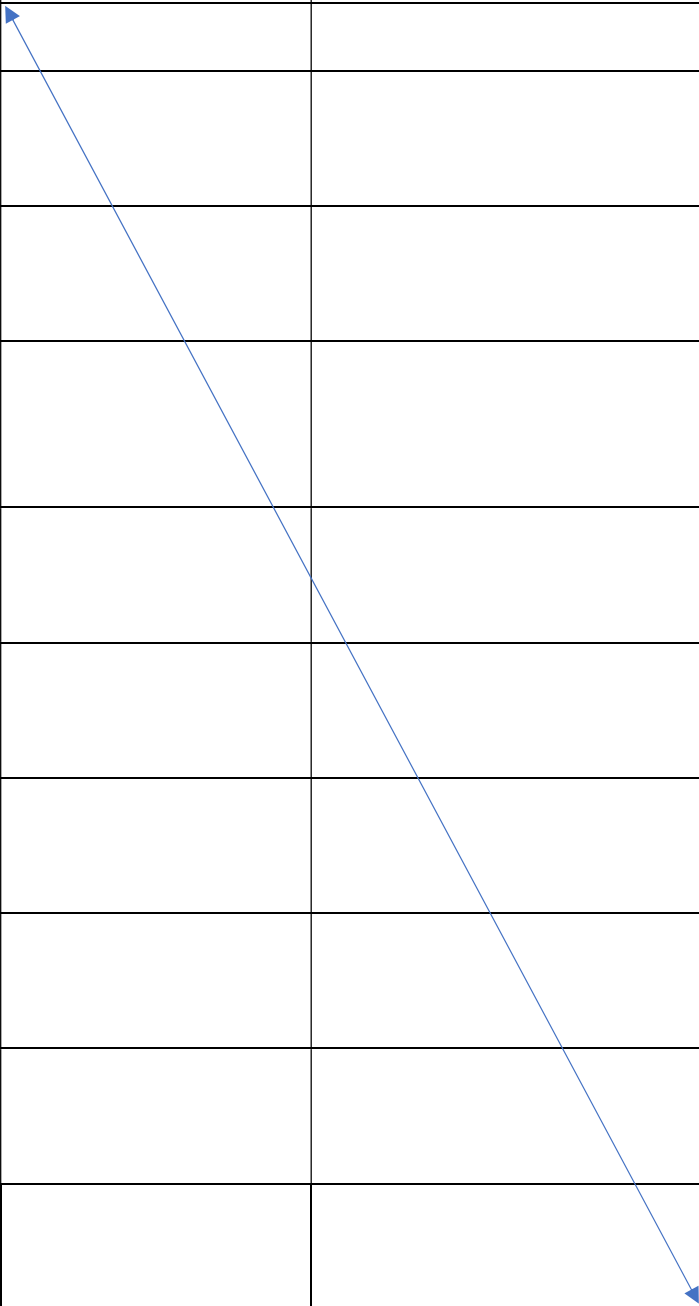


Compliance Report on Corporate Governance

Under Regulation 27 of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:	NA	Regulation 46(2) not applicable to Debt Listed Company
a) Details of business		
b) Terms and conditions of appointment of independent directors		
c) Composition of various committees of board of directors		
d) Code of conduct of board of directors and senior management personnel		
e) Details of establishment of vigil mechanism/ Whistle Blower policy		
f) Criteria of making payments to non-executive directors		
g) Policy on dealing with related party transactions		
h) Policy for determining 'material' subsidiaries		
i) Details of familiarization programmes imparted to independent directors		
j) Email address for grievance redressal and other relevant details		

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Tel.: 0124 424 2597 • **website :** www.inbrew.com • **E-mail :** info@inbrew.com • **CIN :** U99999DL1972PTC318242

Regd. Office : 406, Kusal Bazar, 32-33, Nehru Place, New Delhi - 110019

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k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		
l) Financial results		
m) Shareholding pattern		
n) Details of agreements entered into with the media companies and/or their associates		
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		
p) New name and the old name of the listed entity		
q) Advertisements as per regulation 47 (1)		
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments		
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		
As per other regulations of the LODR:		
	NA	Regulation 46(2) not applicable to Debt Listed Company

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a) Whether company has provided information under separate section on its website as per Regulation 46(2)		
b) Materiality Policy as per Regulation 30	NA	Regulation 30 not applicable to Debt Listed Company
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	Regulation 43A not applicable to Debt Listed Company
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes, all ID appointed in terms of criteria of "Independence" and/or "eligibility"
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes, Board has 3 Independent Directors out of total 6.
<i>Meeting of board of directors</i>	17(2)	Yes, Board of directors meet 2 time in the quarter ending 30 th June 2024.
<i>Quorum of board meeting</i>	17(2A)	Yes, Provision regarding quorum in every meeting complied with.
<i>Review of Compliance Reports</i>	17(3)	Yes, Compliance report for the quarter ending 31 st March 2024 placed before the board at the Board Meeting held on 27 th May 2024.
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes, it is approved by Board of directors on their meeting dated 31.03.2023.
<i>Fees/compensation</i>	17(6)	Yes, sitting fees payable to Mr. Vaibhav Gupta, Mrs. Anjali Subhash, and Mr Manoj Kohli,

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		Independent Directors are approved by Board.
<i>Minimum Information</i>	17(7)	Yes, required information as per Part A of Schedule II for the financial year ending 31 st March 2024, duly placed before the board at the board meeting dated 27 th May 2024,.
<i>Compliance Certificate</i>	17(8)	Yes, Compliance Certificate as per Part B of Schedule II for the financial year ending 31 st March 2024 duly placed before the board at the board meeting dated 27 th May 2024.
<i>Risk Assessment & Management</i>	17(9)	Yes, we have approved Risk Management Policy containing the risk management plan.
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes, company has evaluated performance of Independent Directors for the year ending 31 st March 2024.
<i>Recommendation of board</i>	17(11)	Yes, notice of every general meeting contained Explanatory statement.
<i>Maximum number of directorships</i>	17A	Yes, all directors complied with maximum number of directorships.
<i>Composition of Audit Committee</i>	18(1)	Mr. Vaibhav Gupta, ID (Chairman) Ms. Anjali Subhash, ID Mr. Rajnikant Sabnavis, MD
<i>Meeting of Audit Committee</i>	18(2)	Yes, One Audit committee meeting held on 27 th May 2024.
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Ms. Manoj Kohli, ID (Chairman) Mr. Anjali Subhash, ID Mr. Ravinder Singh Deol, NED
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes.
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	NRC meeting to be held for the FY 2024-25.
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes Mr. Vaibhav Gupta, ID (Chairman)

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		Mr. Pulla Ganesina Reddy, ED Mr. Rajnikant Tirumala Sabnavis, MD
Meeting of Stakeholder Relationship Committee	20 (3A)	It will be held during this Financial Year.
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes Ms. Anjali Subhash, ID (Chairman) Mr. Pulla Ganesina Reddy, ED Mr. Bhupendra Yogendranath Chhapwale, CFO
Meeting of Risk Management Committee	21(3A)	Yes, Risk Management Committee held on 12 th February 2024.
Vigil Mechanism	22	Yes Company has whistle blower policy containing the mechanism.
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes, prior approval of RPT for the year ending 31 st March 2025 taken at the meeting Audit committee held on 27 th May 2024.
Approval for material related party transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	NA, No subsidiary company.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA, No subsidiary company.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA, No subsidiary company.
Annual Secretarial Compliance Report	24(A)	Secretarial Compliance Report for the year ending 31 st March 2024 obtained and filed with Stock exchange within due date.
Alternate Director to Independent Director	25(1)	Yes, no such appointment.
Maximum Tenure	25(2)	Yes, All Independent directors are appointed with a maximum tenure of 5 years.

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Meeting of independent directors	25(3) & (4)	Meeting criteria for this FY will be complied during the said FY.
Familiarization of independent directors	25(7)	Yes, Independent Directors provided, familiarization sessions on 27 th May 2024.
Declaration from Independent Director	25(8) & (9)	Yes, already obtained
Directors and Officers insurance	25(10)	Yes, Company has D&O Policy covering all directors.
Memberships in Committees	26(1)	Yes, all directors committee membership are within the prescribed limit.
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes, we have obtained from the directors holding position as on 31 st March 2025.
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA, Omitted by the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 w.e.f. 5.5.2021.
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes, Disclosures pertaining to directors and senior management with regards to their committee position obtained at the time of their appointment and related to transactions having conflict of interest obtained.

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.

Name & Designation

Ruchi Negi

Company Secretary / Compliance Officer / Managing Director / CEO / CFO

M.No.A39287

Add: A-1501, Galaxy Royale Society, Gaur City-2, Uttar Pradesh-201506

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