

**Corporate Governance Report**  
for the quarter ended 31<sup>st</sup> December, 2024

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **PPAP Automotive Limited**
2. Quarter ending - **31-Dec-2024**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure	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)]	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
Mr.	Ajay Kumar Jain	C & ED	MD	18-Oct-1995	01-Nov-2023			1	0	0	0
Mr.	Abhishek Jain	ED	CEO-MD	01-Dec-2006	01-Apr-2022			1	0	1	0
Mrs.	Celine George	ID		16-Apr-2020	16-Apr-2022		56.16	2	2	1	0
Mrs.	Vinay Kumari Jain	NED		26-Dec-2013				1	0	1	1
Mr.	Deepak Kumar Sethi	ID		04-Feb-2023	04-Feb-2023		22.28	1	1	2	1
Mr.	Rohit Rajput	ID		09-Nov-2023			13.23	1	1	1	0

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Deepak Kumar Sethi	ID	Chairperson	09-Nov-2023	
2	Rohit Rajput	ID	Member	09-Nov-2023	
3	Abhishek Jain	ED	Member	23-Aug-2013	

Company Remarks	
Whether Regular chairperson appointed	Yes

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**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Vinay Kumari Jain	NED	Chairperson	01-Apr-2014	
2	Celine George	ID	Member	09-Nov-2023	
3	Deepak Kumar Sethi	ID	Member	09-Nov-2023	

Mrs, Vinay Kumari Jain is Redesignated as Chairperson on 9<sup>th</sup> November 2023

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee- Not Applicable**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
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Company Remarks	
Whether Regular chairperson appointed	

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Celine George	ID	Chairperson	11-Feb-2022	

2	Vinay Kumari Jain	NED	Member	09-Nov-2023	
3	Rohit Rajput	ID	Member	09-Nov-2023	

**e. Corporate Social Responsibility Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Rohit Rajput	ID	Chairperson	09-Nov-2023	
2	Deepak Kumar Sethi	ID	Member	09-Nov-2023	
3	Ajay Kumar Jain	ED	Member	09-Nov-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
10-Aug-2024	Yes	6	6	3
08-Nov-2024	Yes	6	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	10-Aug-2024	Yes	3	3	2	0
Audit Committee	08-Nov-2024	Yes	3	3	2	0
Nomination and Remuneration Committee	08-Nov-2024	Yes	3	3	2	0
Corporate Social Responsibility Committee	08-Nov-2024	Yes	3	3	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

**v. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## VI. Affirmations

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**
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. - **Yes**
4. 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**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Pankhuri Agarwal**  
**Designation** : **Company Secretary & Compliance Officer**

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**ANNEXURE I**  
**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	-

**ANNEXURE II**

**III Affirmations:**

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

<b>Other Information</b>	
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**Name** : Pankhuri Agarwal  
**Designation** : Company Secretary & Compliance Officer

**ANNEXURE III**

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
1.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2.	Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
3.	Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4.	Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-
5.	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
6.	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA	-
7.	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-

Any other information to be provided

**Name** : Pankhuri Agarwal  
**Designation** : Company Secretary & Compliance Officer

**ANNEXURE IV**

symbol	Company Name	Quarter Ended
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(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)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(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
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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<b>Affirmations</b>	
<i>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</i>	
<b>Company Remarks in case of non-compliant status</b>	

<b>Name:</b> Sachin Jain <b>Designation:</b> Chief Financial Officer <b>Place:</b> Noida <b>Date:</b>
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Sd/-  
Pankhuri Agarwal  
Company Secretary and Compliance Officer

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