

# Corporate Governance

General information about company	
Scrip Code	532717
NSE Symbol	INDOTECH
MSEI Symbol	NOTLISTED
ISIN	INE332H01014
Name of the entity	Indo Tech Transformers Limited
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Half Yearly
Date of Report	30-Sep-2024
Risk management committee	Not Applicable

<b>Annexure I</b>
<b>Annexure I to be submitted by listed entity on quarterly basis</b>
<b>I. Composition of Board of Directors</b>

Disclosure of notes on composition of board of directors explanatory											
Whether the listed entity has a Regular Chairperson							Yes				
Whether Chairperson is related to MD or CEO							No		Disqualification of Directors under section 164		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification
1	Mr.	VISWESWARA REDDY NARREDDY	ABEPN0813D	02996298	Non-Executive - Non Independent Director	Chairperson		28-Aug-1967	No		
2	Mr.	SHARAT CHANDRA KOLLA	AEDPK2322J	08851423	Non-Executive - Non Independent Director	Not Applicable		28-Jun-1965	No		
3	Mr.	SHRIDHAR GOKHALE	ACLPG8568J	08349732	Executive Director	Not Applicable		12-Sep-1969	No		
4	Mr.	AJAY KUMAR DHAGAT	AFPPD3355M	00250792	Non-Executive - Independent Director	Not Applicable		15-Apr-1945	No		
5	Mr.	SUTANU BEHURIA	ABLPB1647A	00051668	Non-Executive - Independent Director	Not Applicable		02-Jul-1954	No		
6	Mrs.	LEENA MUKUNDH SATHYANARAYANAN	ALEPS7781F	08947423	Non-Executive - Independent Director	Not Applicable		08-Oct-1970	No		
7	Mr.	SUDHEER VENNAM	ADHPV5304J	09656671	Non-Executive - Non Independent Director	Not Applicable		25-Jun-1980	No		

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	

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	Ren
1	00250792	AJAY KUMAR DHAGAT	Non-Executive - Independent Director	Chairperson	27-Aug-2020		
2	00051668	SUTANU BEHURIA	Non-Executive - Independent Director	Member	27-Aug-2020		
3	08851423	SHARAT CHANDRA KOLLA	Non-Executive - Non Independent Director	Member	03-Sep-2020		
4	08947423	LEENA MUKUNDH SATHYANARAYANAN	Non-Executive - Independent Director	Member	09-Nov-2020		

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	Ren
1	00250792	AJAY KUMAR DHAGAT	Non-Executive - Independent Director	Chairperson	03-Sep-2020		
2	00051668	SUTANU BEHURIA	Non-Executive - Independent Director	Member	03-Sep-2020		
3	08851423	SHARAT CHANDRA KOLLA	Non-Executive - Non Independent Director	Member	03-Sep-2020		



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	Ren
1	08851423	SHARAT CHANDRA KOLLA	Non-Executive - Non Independent Director	Chairperson	03-Sep-2020		
2	00250792	AJAY KUMAR DHAGAT	Non-Executive - Independent Director	Member	03-Sep-2020		
3	08349732	SHRIDHAR GOKHALE	Executive Director	Member	07-Feb-2019		

**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 attend the meeting*
1	23-May-2024			true	7	6	3
2	06-Aug-2024	74		true	7	6	2

**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 meeting (other than Board of Directors)
1	Audit Committee	23-May-2024				true	4	4	3	0
2	Audit Committee	06-Aug-2024	74			true	4	3	2	0

**Annexure 1****V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance m 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
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## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance statu (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)	NA
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:
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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Manikandan M
2	Designation	Company Secretary and Compliance Officer

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non compliance may be given h
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)	0	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	0	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	0	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	0	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	2	
6	Submission of Annual Secretarial Compliance Report	24A(2)	0	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	0	
Any other information to be provided				

Annexure III		
1	Name of signatory	Manikandan M
2	Designation	

Additional Half yearly Disclosure			
Applicability of disclosure	Not Applicable		
Reason for Non Applicability	There were no such transactions during the reported period.		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(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>(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 of form of debt availed By</b>			
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			
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>(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</b>			
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			

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			
(D) Additional Information			
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
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			
Place			
Date			

