

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory				Textual Information(1)
Whether the listed entity has a Regular Chairperson				Yes
Whether Chairperson is related to MD or CEO				No
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors
1	Mr	ROBIN AIDAN FARLEY	08217522	Non-Executive - Non Independent Director
2	Mr	BASANT KUMAR GOSWAMI	00003782	Non-Executive - Independent Director
3	Mr	AMIT CHOWDHURI	00080854	Non-Executive - Independent Director
4	Mr	ANJAN GHOSH	00655014	Non-Executive - Non Independent Director
5	Mr	RAJKAMAL BHUYAN	00946477	Non-Executive - Non Independent Director
6	Mr	AMIT KIRAN DEB	02107792	Non-Executive - Independent Director
7	Mrs	MOU MUKHERJEE	03333993	Non-Executive - Independent Director
8	Mr	HIMANGSHU SEKHAR DAS	00397751	Non-Executive - Independent Director
9	Mr	SIMEEN HOSSAIN	08893052	Non-Executive - Independent Director
10	Mr	SOMNATH CHATTERJEE	00172364	Executive Director
11	Mr	DHRUBA JYOTI DOWERAH	07432518	Executive Director

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships 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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		13-11-2018	14-09-2023			1	0	0	0		Textual Information(2)	
2	Yes	29-03-2019	27-09-2014	01-04-2019		114.03	2	2	2	0			
3	NA		01-04-2020			48	2	2	4	2			
4	NA		25-02-2012	01-04-2020			2	1	4	1			

5	NA		27-09-2010	08-09-2022			2	1	1	1			
6	Yes	14-09-2023	01-04-2020	01-10-2023		48	7	7	8	5			
7	NA		01-04-2020			48	3	3	2	2			
8	NA		01-04-2020			48	1	1	0	0			
9	NA		13-11-2020			40	1	1	0	0		Textual Information(3)	
10	NA		28-06-2007	01-04-2023			2	0	3	0			
11	NA		12-08-2023				2	0	0	0			

Text Block

Textual Information(1)	Note:- There is no change in the composition of the Board as compared to the previous quarter ended 31.12.2023.
Textual Information(2)	NOTE:- MR. ROBIN AIDAN FARLEY (DIN: 08217522) DIRECTOR OF THE COMPANY IS A FOREIGN NATIONAL AND HE HAD NO TAXABLE INCOME IN INDIA AS PER INDIAN INCOME TAX ACT' 1961. SO HE HAS NOT APPLIED FOR PAN TILL DATE.
Textual Information(3)	NOTE:- MS. SIMEEN HOSSAIN (DIN: 08893052) DIRECTOR OF THE COMPANY IS A FOREIGN NATIONAL AND SHE HAD NO TAXABLE INCOME IN INDIA AS PER INDIAN INCOME TAX ACT' 1961. SO SHE HAS NOT APPLIED FOR PAN TILL DATE.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

NOTE:-

THE COMPOSITION OF THE COMMITTEES OF THE BOARD HAVE NO CHANGE FROM THE PREVIOUS QUARTER ENDED 31.12.2023.

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	03333993	MOU MUKHERJEE	Non-Executive - Independent Director	Chairperson	15-06-2020		
2	00003782	BASANT KUMAR GOSWAMI	Non-Executive - Independent Director	Member	29-10-2009		
3	00080854	AMIT CHOWDHURI	Non-Executive - Independent Director	Member	15-06-2020		
4	00655014	ANJAN GHOSH	Non-Executive - Non Independent Director	Member	29-05-2013		

<i>Nomination and remuneration committee</i>							
Whether the Nomination and remuneration 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	00080854	AMIT CHOWDHURI	Non-Executive - Independent Director	Chairperson	28-05-2011		
2	00003782	BASANT KUMAR GOSWAMI	Non-Executive - Independent Director	Member	28-05-2011		
3	00946477	RAJKAMAL BHUYAN	Non-Executive - Non Independent Director	Member	15-06-2020		
4	00655014	ANJAN GHOSH	Non-Executive - Non Independent Director	Member	13-11-2021		
5	03333993	MOU MUKHERJEE	Non-Executive - Independent Director	Member	13-11-2021		
6	02107792	AMIT KIRAN DEB	Non-Executive - Independent Director	Member	13-11-2021		

<i>Stakeholders Relationship Committee</i>							
Whether the Stakeholders Relationship 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	00080854	AMIT CHOWDHURI	Non-Executive - Independent Director	Chairperson	28-05-2011		
2	00655014	ANJAN GHOSH	Non-Executive - Non Independent Director	Member	13-08-2016		

3	00172364	SOMNATH CHATTERJEE	Executive Director	Member	31-07-2007		
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Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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	08-11-2023				Yes	12	10	5
2	13-12-2023		34		Yes	11	11	6
3		10-02-2024	58		Yes	11	10	5

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	Maximum gap between any two consecu	Name of other committee	Reason for not providing date	Whether requirement of Quorum	Total Number of Directors in the	Number of Directors Present (All	No. of Independent Directors attending	No. of members attending the

		quarter and Current quarter in chronological order)	tive (in number of days)			met (Yes/No)	Committee as on date of the meeting	Directors including Independent Director)	the meeting*	meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	4	4	3	0
2	Audit Committee	10-02-2024	93			Yes	4	4	3	0
3	Nomination and remuneration committee	08-11-2023				Yes	6	6	4	0
4	Nomination and remuneration committee	10-02-2024	93			Yes	6	6	4	0

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	
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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)	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

Annexure 1

Sr	Subject	Compliance status
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1	Name of signatory	D. Chowdhury
2	Designation	Company Secretary and Compliance Officer

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.barooahs.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.barooahs.com/appointmment-letters-of-independent-directors.html
3	Composition of various committees of board of directors	Yes		https://www.barooahs.com/committees-of-the-board.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.barooahs.com/investors/governance.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.barooahs.com/policies/vigil-mechanism.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.barooahs.com/policies/remuneration-policy.pdf

7	Policy on dealing with related party transactions	Yes		https://www.barooahs.com/policies/policy-on-related-party-transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.barooahs.com/policies/policy-subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.barooahs.com/familiarization-programme/details-of-familiarization-programme-imparted-to-independent-directors-new.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.barooahs.com/investor-contacts.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.barooahs.com/investor-contacts.html
12	Financial results	Yes		https://www.barooahs.com/financial-results.html
13	Shareholding pattern	Yes		https://www.barooahs.com/shareholding-pattern.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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		

15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.barooahs.com/corporate-announcements.html
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.barooahs.com/annual-report-of-subsidiary-company.html
20	Secretarial Compliance Report	Yes		https://www.barooahs.com/corporate-announcements.html
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.barooahs.com/policies/policy-disclosure-material-events.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.barooahs.com/policies/policy-disclosure-material-events.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.barooahs.com/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		

25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.barooahs.com/annual-return.html
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.barooahs.com/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.barooahs.com/

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	

5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	

24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	D. Chowdhury
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	D. Chowdhury
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure	Applicable	
Reason for Non Applicability	Textual Information(1)	

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	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	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
Promoter or any other entity controlled by them	NA	0	0

Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

(D) Additional Information

Textual Information(2)

II. Affirmations

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.	Yes	Textual Information(3)
Name	TAPAS KUMAR CHATTERJEE	
Designation	CFO	
Place	KOLKATA	
Date	16-04-2024	

Text Block

Textual Information(3)	<p>There has been no direct or indirect-</p> <p>(a) loan or any other form of debt advanced by the Company or</p> <p>(b) guarantee/comfort letter provided by the Company in connection with any loan(s) or any other form of debt availed or</p> <p>(c) security provided by the Company in connection with any loan(s) or any other form of debt availed</p> <p>to/ by the Company to the Entity as mentioned in the annexure.</p>
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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
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

Signatory Details

Name of signatory	D. Chowdhury
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	16-04-2024