



## Integrated Governance Report for the quarter ended December 31, 2025

### Honasa Consumer Limited

#### General information about company

Scrip code	544014	
NSE Symbol	HONASA	
MSEI Symbol	NOTLISTED	
ISIN	INE0J5401028	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	During the quarter ended December 31, 2025, the Company made the following acquisitions, details of which were duly disclosed to the stock exchanges in accordance with Regulation 30 read with sub-paragraph 1 of paragraph A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: 1. Couch Commerce Private Limited (Fang Oral Care) Shareholding acquired: ~25%, Date of Board approval & stock exchange intimation: November 12, 2025, Date of Completion of acquisition & stock exchange intimation: December 15, 2025 2. BTM Ventures Private Limited (Reginald Men) Shareholding acquired: 95%, Date of Board approval & stock exchange intimation: December 11, 2025, Date of Completion of acquisition & stock exchange intimation: January 6, 2026



Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	No	During the Quarter ended December 31, 2025, there is no matter pending as per Annexure I ( Part E) of SEBI Circular dated December 31, 2024.
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	COMH00422	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		



## Annexure I

### I. Composition of Board of Directors

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																								
Yes																								
Disqualification of Directors under section 164 of the Companies Act, 2013																								
Sr no.	Title (Mr/ Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? <i>[Refer Reg. 17(1A) of Listing Regulations ]</i>	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 <i>(Refer Regulation 17A of Listing Regulations)</i>	No of Independent Directorship in listed entities including this listed entity <sup>3</sup> <i>(Refer Regulation 17A(1) of Listing Regulations)</i>	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i>	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Varun Alagh	07597289	Executive Director	Chairperson related to Promoter	C EO	No				Active	NA		16-09-2016	01-01-2025			1	0	0	0			
2	Mrs	Ghazal Alagh	07608292	Executive Director	NA		No				Active	NA		16-09-2016	01-01-2025			1	0	1	0			
3	Mr	Subramaniam Somasundaram	01494407	Non- Executive - Independent Director	NA		No				Active	NA		11-02-2022	11-02-2022		46.21	3	3	7	5			
4	Mr	Vivek Gambhir	06527810	Non- Executive - Independent Director	NA		No				Active	NA		24-03-2021	24-03-2021		57.08	2	2	4	1			
5	Ms	Namita Gupta	07337772	Non- Executive - Independent Director	NA		No				Active	NA		08-06-2022	08-06-2022		42.24	2	2	3	1			
6	Mr	Ishaan Mittal	07948671	Non- Executive - Nominee Director	NA		No				Active	NA		03-01-2020	03-01-2025			1	0	1	0			



## II. Composition of Committees

### Disclosure of notes on composition of committees explanatory

The Initial Public Offer (IPO) Committee was constituted for the purposes of approving and undertaking various activities in relation to the IPO of the Company. The Board at its meeting held on November 12, 2025, dissolved the IPO Committee of the Company with effect from November 12, 2025. Consequently, the below members of the Committee relieved of their duties as members of the IPO Committee: 1. Mr. Varun Alagh (CEO & Whole Time Director) - Chairperson 2. Mr. Ishaan Mittal (Non-Executive Director) - Member 3. Mr. Vivek Gambhir (Independent Director) - Member

### Audit 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	01494407	Subramaniam Somasundaram	Non-Executive - Independent Director	Chairperson	20-10-2022		
2	06527810	Vivek Gambhir	Non-Executive - Independent Director	Member	20-10-2022		
3	07948671	Ishaan Mittal	Non-Executive - Nominee Director	Member	20-10-2022		

### Nomination and remuneration committee

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	06527810	Vivek Gambhir	Non-Executive - Independent Director	Chairperson	20-10-2022		
2	07337772	Namita Gupta	Non-Executive - Independent Director	Member	20-10-2022		
3	07948671	Ishaan Mittal	Non-Executive - Nominee Director	Member	20-10-2022		

### Stakeholders Relationship Committee

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	07337772	Namita Gupta	Non-Executive - Independent Director	Chairperson	20-10-2022		
2	01494407	Subramaniam Somasundaram	Non-Executive - Independent Director	Member	20-10-2022		
3	07608292	Ghazal Alagh	Executive Director	Member	20-10-2022		



### Risk Management Committee ('RMC')

Whether the Risk Management 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	01494407	Subramaniam Somasundaram	Non-Executive - Independent Director	Chairperson	20-10-2022		
2	07597289	Varun Alagh	Executive Director	Member	20-10-2022		
3	07948671	Ishaan Mittal	Non-Executive - Nominee Director	Member	20-10-2022		
4	99999999	Raman Preet Sohi	Chief Financial Officer	Member	09-08-2024		RMC has appointed him as the Chief Risk Officer of the Company

### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility 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	07608292	Ghazal Alagh	Executive Director	Chairperson	08-03-2022		
2	07597289	Varun Alagh	Executive Director	Member	08-03-2022		
3	07337772	Namita Gupta	Non-Executive - Independent Director	Member	20-10-2022		



### 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 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 (quarter 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	17-07-2025			Yes	6	6	3
2	12-08-2025	25		Yes	6	6	3
3	12-11-2025	91		Yes	6	6	3
4	11-12-2025	28		Yes	6	6	3

### 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	17-07-2025				Yes	3	3	2	0
2	Audit Committee	12-08-2025	25			Yes	3	3	2	0
3	Audit Committee	12-11-2025	91			Yes	3	3	2	0
4	Risk Management Committee	01-10-2025				Yes	3	3	1	1
5	Nomination and remuneration committee	17-07-2025				Yes	3	3	2	0



## V. 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 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:	

Sr	Subject	Compliance status
1	Name of signatory	Gaurav Pandit
2	Designation	Company Secretary and Compliance Officer



### 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		
<b>Sr.</b>	<b>Date of the event</b>	<b>Brief details of the event</b>
NIL		

### Signatory Details

<b>Name of signatory</b>	Gaurav Pandit
<b>Designation of person</b>	Company Secretary and Compliance Officer
<b>Place</b>	Gurugram
<b>Date</b>	28-01-2026

### Investor Grievance Details

Particular	Number
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0



### Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub- para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
S No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
NIL					

### Disclosure of Imposition of Fine or Penalty

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
S No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Government of Maharashtra Office of the Collector of Stamps, Mumbai	Office of the Collector of Stamps, Mumbai has imposed penalty of Rs. 14,790/- on Bhabhani Blunt Hair Dressing Pvt. Ltd., a wholly owned subsidiary of the Company for short payment of stamp duty on franchise agreement dated 23.06.2012	06-11-2025	Bhabhani Blunt Hair Dressing Pvt. Ltd., a wholly owned subsidiary of the Company, made a short payment of stamp duty of Rs. 7,250/- at the time of execution of the franchise agreement dated 23.06.2012.  Consequently, a penalty has been imposed up to 30.09.2025. The penalty on the unpaid stamp duty amounts to Rs. 14,790/-, calculated at the rate of 2% per month for a period of 160 months from 23.06.2012 to 30.09.2025, resulting in a total payable amount of Rs. 22,040/-. The subsidiary has subsequently remitted Rs. 23,500/- to the authority.	None, there is no material impact on financials, operations or other activities of the Company.



### Disclosure of Updates to Ongoing Tax Litigations or Disputes

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
S No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
NIL				