



Integrated Governance Report for the quarter ended March 31, 2026

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	Yearly	
Date of Quarter Ending	31-03-2026	
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 March 31, 2026, the Company, on January 6, 2026, completed the acquisition of 95% of the issued and paid-up equity share capital of BTM Ventures Private Limited (Reginald Men). The details of the transaction were duly disclosed to the stock exchanges in compliance 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, on December 11, 2025 (Board approval) and January 6, 2026 (completion of acquisition).
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?	No	During the quarter ended March 31, 2026, no fines or penalties were levied by regulators/enforcement authorities. Hence, Annexure I (Part D) of SEBI Circular dated December 31, 2024 is not applicable.



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 March 31, 2026, there is no matter pending as per Annexure I (Part E) of SEBI Circular dated December 31, 2024.
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	During the quarter ended March 31, 2026, there were no loans, Guarantees, Comfort Letters, Securities, etc. as per Annexure I (Part F) 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? [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 entity3 (Refer Regulation 17A(1) of Listing Regulations)	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	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		49.21	3	3	8	5			
4	Mr	Vivek Gambhir	06527810	Non- Executive - Independent Director	NA		No				Active	NA		24-03-2021	24-03-2026		60.08	2	2	4	1			
5	Ms	Namita Gupta	07337772	Non- Executive - Independent Director	NA		No				Active	NA		08-06-2022	08-06-2022		45.24	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

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		He was appointed as the Chief Risk Officer.

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	12-11-2025			Yes	6	6	3
2	11-12-2025	28		Yes	6	6	3
3	12-02-2026	62		Yes	6	6	3
4	06-03-2026	21		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	12-11-2025				Yes	3	3	2	0
2	Audit Committee	12-02-2026	91			Yes	3	3	2	0
3	Audit Committee	06-03-2026	21			Yes	3	3	2	0
4	Corporate Social Responsibility Committee	12-02-2026				Yes	3	3	1	0
5	Risk Management Committee	01-10-2025				Yes	3	3	1	1
6	Risk Management Committee	26-03-2026	175			Yes	3	3	1	1
7	Stakeholders Relationship Committee	26-03-2026				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:	Integrated Filing - Governance Report of this quarter will be placed at the meeting of the Board of Directors which will be held on or before May 30, 2026 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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		
Sr.	Date of the event	Brief details of the event
NIL		

Annexure II

I. Disclosure on website in terms of LODR Regulation

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance	Web address
1.1	Details of business	Yes		https://honasa.in/pages/know-our-brands
1.2	Memorandum of Association and Articles of Association	Yes		https://honasa.in/cdn/shop/files/Moa_and_AOA.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://honasa.in/pages/leadership-team
2	Terms and conditions of appointment of independent directors	Yes		https://honasa.in/cdn/shop/files/Terms_and_conditions_of_appointment_of_Independent_Directors.pdf
3	Composition of various committees of board of directors	Yes		https://honasa.in/cdn/shop/files/Composition_of_Committees_12.11.2025.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://honasa.in/cdn/shop/files/Code-of-Conduc-Board-and-Senior-Management-Team.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://honasa.in/cdn/shop/files/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://honasa.in/cdn/shop/files/Criteria_of_making_payments_to_Non-Executive_Directors.pdf
7	Policy on dealing with related party transactions	Yes		https://honasa.in/cdn/shop/files/1._Policy_on_materiality_of_related_party_transactions_and_on_dealing_with_related_party_transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://honasa.in/cdn/shop/files/Policy-to-Determine-Material-Subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://honasa.in/cdn/shop/files/Familiarisation_Programme.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://honasa.in/pages/investor#shopify-section-template--19443218776106_rich_text_EhKyCr



11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://honasa.in/pages/investor#shopify-section-template--19443218776106_rich_text_EhKyCr
12	Financial results	Yes		https://honasa.in/pages/investor
13	Shareholding pattern	Yes		https://honasa.in/pages/investor#Details-5--template--19443218776106_reports_fLcbXE
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://honasa.in/pages/investor
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://honasa.in/pages/investor
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://honasa.in/pages/investor
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://honasa.in/pages/investor#Details-6--template--19443218776106_reports_fLcbXE
20	Secretarial Compliance Report	Yes		https://honasa.in/pages/investor#Details-7--template--19443218776106_reports_fLcbXE
21	Materiality Policy as per Regulation 30 (4)	Yes		https://honasa.in/cdn/shop/files/2_Policy_for_determining_materiality_of_events_information_Final.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://honasa.in/cdn/shop/files/Contact_details_of_KMPs_Reg_30.pdf
23	Disclosures under regulation 30(8)	Yes		https://honasa.in/pages/investor#Details-17--template--19443218776106_reports_fLcbXE
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://honasa.in/pages/investor#Details-8--template--19443218776106_reports_fLcbXE
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://honasa.in/cdn/shop/files/Dividend-Distribution-Policy.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://honasa.in/pages/investor#Details-9--template--19443218776106_reports_fLcbXE
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes		https://honasa.in/pages/investor#Details-10--template--19443218776106_reports_fLcbXE
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://honasa.in/pages/disclosure-under-regulation-46-of-sebi-lodr
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://honasa.in/pages/disclosure-under-regulation-46-of-sebi-lodr
29	Disclosure of notes on website in terms of Listing Regulations explanatory			



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)	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)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	



28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
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)	Yes	
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	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	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	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
Any other information to be provided - NA				

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



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	Yes
	Any other information to be provided	The Company does not have Material Subsidiary during the FY 2025-26.

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

Signatory Details

Name of signatory	Gaurav Pandit
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	24-04-2026

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
NIL					

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				