

Dear Shareholders,

Your Directors have pleasure in presenting the 76th Annual Report on the business and operations of Piramal Enterprises Limited (‘the Company’ or ‘PEL’) and the Audited Financial Statements for the financial year ended March 31, 2023.

(₹ in Crores)				
Particulars	Consolidated		Standalone	
	FY2023	FY2022 (Restated)	FY2023	FY2022 (Restated)
Interest Income	7,798.62	7,522.78	1,736.47	1,910.05
Other Operating Income	1,135.68	202.72	3,007.61	384.32
Total Operating Income	8,934.30	7,725.50	4,744.08	2,294.37
Less: Interest Expense	4,041.18	4,281.72	729.86	1,283.46
Net Interest Income	4,893.12	3,443.78	4,014.22	1,010.91
Other Income	152.44	185.39	51.91	101.68
Total Income, net of interest expenses	5,045.56	3,629.17	4,066.13	1,112.59
Less: Operating expenses	2,214.84	1,171.75	333.86	317.89
Pre-Provision Operating Profit	2,830.72	2,457.42	3,732.27	794.70
Less: Loan Loss Provisions & FV losses/(Gains)	5,295.06	829.92	1,333.59	(392.74)
Profit Before Tax	(2,464.34)	1,627.50	2,398.68	1,187.44
Current & Deferred Tax	(3,978.05)	406.19	(22.40)	213.04
Profit After Tax (PAT)	1,513.71	1,221.31	2,421.08	974.40
Share of net profits from Associates and Joint Ventures [#]	388.61	593.85	-	-
PAT Before Exceptional Items	1,902.32	1,815.16	2,421.08	974.40
Exceptional (Expenses) / Gains	8,066.26	(152.92)	11,912.22	(10.20)
PAT After Exceptional Items	9,968.58	1,662.24	14,333.30	964.20
Profit from Discontinuing Operations (net of tax)	-	336.53	-	33.48
Reported Net Profit after Tax	9,968.58	1,998.77	14,333.30	997.68
Other comprehensive income for the year (net of tax)				
- Continuing Operations	131.21	(25.80)	145.57	28.36
- Discontinuing Operations	-	98.74	-	-
Total Comprehensive Income for the year	10,099.79	2,071.71	14,478.87	1,026.04
Basic EPS per share (₹ per share)	417.68	80.70	600.56	41.87
Diluted EPS per share (₹ per share)	416.30	80.40	598.58	41.71

[#] Income under Share of Associates and Joint Ventures primarily includes Group's share of net profits/(loss), as per the applicable accounting standards.

Note:
In terms of the sanction of the Composite Scheme of Arrangement by Hon'ble National Company Law Tribunal, the prior period comparative figures for standalone and consolidated financials i.e. for FY 2022 are restated in this report, to reflect as per the requirements of Appendix A to Ind AS 103.

DIVIDEND

The Board has recommended a dividend of ₹31 (Rupees Thirty-One only) i.e. @ 1,550 % per equity share of the face value of ₹2 each for the financial year ended March 31, 2023.

As per Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the Company has adopted a Dividend Distribution Policy which is available on the website of the Company at <https://www.piramal.com/investor/piramal-enterprises-limited/corporate-governance/policies-code-and-compliances/>

The dividend declared by the Company for the financial year ended March 31, 2023 is in compliance with the Dividend Distribution Policy of the Company.

CHANGE IN NATURE OF BUSINESS

Pursuant to the sanction of the Composite Scheme of Arrangement amongst the Company, Piramal Pharma Limited, Convergence

Chemicals Private Limited, Hemmo Pharmaceuticals Private Limited, PHL Fininvest Private Limited (‘PFPL’) and their respective shareholders and creditors ('the Scheme') by the Hon'ble National Company Law Tribunal, Mumbai Bench (‘Hon’ble NCLT’), vide its order dated August 12, 2022 and upon the Scheme becoming effective, PFPL, a wholly owned subsidiary and Systemically Important Non-Deposit taking Non-Banking Financial Company (‘NBFC’), merged with the Company and as a result, the Company is a NBFC after grant of license by the Reserve Bank of India (‘RBI’) dated July 21, 2022 which was received on July 26, 2022 enabling the Company to commence the business of non-banking financial institution without accepting public deposits. As a NBFC, the Company is having its primary activities of lending and investment.

TRANSFER TO RESERVES

The Company has transferred an amount of ₹484.27 Crores to the Statutory Reserves as required under Section 45-IC of the Reserve Bank of India Act, 1934.

SHARE CAPITAL

During the year under review, there was no change in the issued and paid-up share capital of the Company. As at March 31, 2023, the issued share capital of the Company stood at ₹47,73,76,546 made up of 23,86,88,273 equity shares of ₹2 each and subscribed and paid up share capital of the Company stood at ₹47,73,27,400 consisting of 23,86,63,700 equity shares of face value of ₹2 each fully paid.

Pursuant to the sanction of the Scheme, the authorised share capital of the Company increased from ₹155,00,00,000 to ₹5155,00,00,000 by creation of additional 25,00,00,00,000 equity shares of ₹2 each on account of clubbing of authorised share capital of PFPL with that of the Company.

CAPITAL ADEQUACY

The Company’s capital adequacy ratio was at 43.63% as on March 31, 2023 as against the statutory minimum capital adequacy of 15% prescribed by RBI.

CHANGES IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Changes in subsidiaries, joint ventures and/or associate companies during the year under review are listed in Annexure A to this Report.

FINANCIAL DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 (‘the Act’), a statement containing salient features of the financial statements of subsidiaries, joint venture and associates companies in Form AOC-1 is attached to the financial statements.

The separate financial statements of the subsidiaries are available on the website of the Company and can be accessed at <https://www.piramal.com/investor/piramal-enterprises-limited/financial-reports/subsidiary-annual-reports/>.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR 2023

Composite Scheme of Arrangement amongst the Company, Piramal Pharma Limited (‘PPL’), Convergence Chemicals Private Limited (‘CCPL’), Hemmo Pharmaceuticals Private Limited (‘HPPL’) and PHL Fininvest Private Limited (‘PFPL’)

The Hon’ble NCLT vide its order dated August 12, 2022 had sanctioned the Composite Scheme of Arrangement amongst the Company, PPL, CCPL, HPPL, PFPL and their respective shareholders and creditors (‘the Scheme’). The appointed date of the Scheme was April 1, 2022 and the Scheme became effective from August 18, 2022. Consequently, the demerged undertaking i.e. the pharma business stood transferred to PPL and PFPL has been merged with the Company thereby resulting into segregation of the financial services and pharmacueticals businesses.

In accordance with the Scheme, the shareholders of the Company were allotted 4 equity shares of ₹10 each of PPL for every 1 equity share of ₹2 each of the Company, as on the record date of September 1, 2022.

The amalgamation of PFPL into the Company has been accounted for under the ‘pooling of interest’ method referred to in Appendix C of Ind AS 103 – Business Combinations and other accounting principles

prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as amended and notified under Section 133 of the Act, as prescribed by the Scheme. Accordingly, all assets and liabilities and other reserves of PFPL (Transferor under the Scheme) as on the appointed date of the Scheme have been aggregated with those of the Company at their respective book values.

Through this Scheme, there is a simplification of the corporate structure and the shareholders of the Company directly own shares in both the listed entities i.e. PEL and PPL, without any cross-holdings and minority stakes.

The demerger of the pharma business created one of India’s largest listed diversified NBFC, having significant presence across both retail and wholesale financing, offering multiple retail products through a technology-driven platform.

On completion of the demerger, both PEL and PPL have a greater focus and ability to pursue accelerated growth. It created an optimal capital structure for each business. It gave both the entities the ability to independently pursue growth plans organically and inorganically. The demerger firmly empowered both entities to be future-ready and enabling them to independently pursue their growth strategies with sharper focus and identity.

Divestment of stake in Piramal Holdings (Suisse) SA

In December 2022, agreement was executed by the Company divesting its entire stake in Piramal Holdings (Suisse) SA (‘PHSA’), a non-operative, non-material wholly owned subsidiary of the Company to Heather Investment in Commercial Enterprises & Management Co. LLC, UAE for a consideration of USD 200,436. Consequent to the divestment, PHSA ceased to be wholly owned subsidiary of the Company.

Acquisition of PRL Agastya Private Limited

Piramal Capital & Housing Finance Limited (‘PCHFL’), a wholly owned subsidiary of the Company acquired 100% stake in PRL Agastya Private Limited (‘PRL Agastya’), promoter group company for a consideration of ₹90 Crores, consequent to which, PRL Agastya has become a wholly owned subsidiary of PCHFL.

Restructuring of Shriram Group

Pursuant to the restructuring of Shriram Group, PEL received shares in multiple Shriram group companies. PEL own 8.34% in Shriram Finance Limited which is the listed entity. PEL also owns 20% stake in each of the three holding companies namely Shriram GI Holdings Private Limited, Shriram LI Holdings Private Limited and Shriram Investment Holdings Limited. Pursuant to this, PEL effectively owns 13.33% in Shriram General Insurance Company Limited and 14.91% in Shriram Life Insurance Company Limited.

Re-classification of Promoter Group entities of the Company

BSE Limited and National Stock Exchange of India Limited vide their respective letters dated March 23, 2023, had granted their approval for re-classification of Kosamba Glass Deco Private Limited, Ansa Deco Glass Private Limited and The Address Makers Developers Private Limited from ‘Promoter Group’ category to ‘Public’ category of the Company.

SIGNIFICANT EVENTS AFTER BALANCE SHEET DATE

There are no significant events after the balance sheet date.

OPERATIONS REVIEW

Standalone

Total income from continuing operations on a standalone basis for FY 2023, increased by 100.16% to ₹4,795.99 Crores as compared to ₹2,396.05 Crores in FY 2022. Earnings before interest, taxes, depreciation and amortisation ('EBITDA') for FY 2023 on a standalone basis from continuing operations increased by 26% to ₹3,151.54 Crores as compared to ₹2,493.02 Crores in FY 2022. Net Profit for the year after exceptional items and taxes from continuing and discontinuing operations was ₹14,333.30 Crores as compared to ₹997.68 Crores in FY 2022. Basic and Diluted Earnings per share from continuing and discontinuing operations was ₹600.56 and ₹598.58 respectively for the year as compared to ₹41.87 and ₹41.71 respectively per share during the previous year.

Consolidated

The Company’s consolidated income increased by 14.86% to ₹9,086.74 Crores in FY 2023 as compared to ₹7,910.89 Crores in FY 2022. EBITDA for FY 2023 on a consolidated basis from continuing operations decreased by 72% to ₹1,699.72 Crores as compared to ₹5,983.50 Crores in FY 2022. Net Profit for the year after exceptional items and taxes from continuing and discontinuing operations was ₹9,968.58 Crores as compared to ₹1,998.77 Crores in FY 2022. Basic and Diluted Earnings per share from continuing and discontinuing operations was ₹417.68 and ₹416.30 respectively for the year as compared to ₹80.70 and ₹80.40 respectively per share during the previous year.

A detailed discussion on operations for the year ended March 31, 2023 is provided in the Management Discussion and Analysis Report, which is presented in a separate section forming part of this Annual Report.

SUBSIDIARY COMPANIES

Piramal Dutch IM Holdco B.V.

The total income for FY 2023 was at ₹43.82 Crores. Profit before tax for the year was at ₹43.25 Crores. Piramal Dutch IM Holdco B.V. reported a net profit after tax of ₹43.25 Crores for the year. As on the date of this report, Piramal Dutch IM Holdco B.V. is under liquidation.

Piramal Capital & Housing Finance Limited (Formerly known as Dewan Housing Finance Corporation Limited) [Consolidated]
Piramal Capital & Housing Finance Limited (Consolidated) includes financials of:

- i. DHFL Investments Limited
- ii. DHFL Advisory & Investments Private Limited
- iii. DHFL Holdings Limited
- iv. Piramal Payments Services Limited
- v. Piramal Finance Sales and Services Private Limited
- vi. PRL Agastya Private Limited
- vii. DHFL Venture Trustee Company Limited
- viii. Pramerica Life Insurance Limited

Consolidated income for FY 2023 was at ₹6,669.15 Crores. Consolidated loss before tax and after exceptional items for the year was at ₹12,793.52 Crores. Piramal Capital & Housing Finance Limited (Consolidated) reported a net loss of ₹7,401.36 Crores for the year.

Piramal Fund Management Private Limited [Consolidated]

Piramal Fund Management Private Limited (Consolidated) includes financials of Indiareit Investment Management Co., Piramal Asset Management Private Limited, Singapore and Asset Resurgence Mauritius Manager. The total income for FY 2023 was at ₹20.34 Crores. Loss before tax and after exceptional items for the year was at ₹9.08 Crores. Piramal Fund Management Private Limited (Consolidated) reported a net loss of ₹9.77 Crores for the year. As on the date of this report, Piramal Asset Management Private Limited, Singapore is under liquidation.

Piramal Securities Limited

Income from operations for FY 2023 was at ₹0.37 Crores. Loss before depreciation and tax for the year was at ₹0.98 Crores. Piramal Securities Limited reported a net loss of ₹0.98 Crores for the year.

Viridis Power Investment Managers Private Limited

Viridis Power Investment Managers Private Limited ceased to be subsidiary of the Company and reported negligible loss for FY 2023 upto the date of it being struck – off.

Viridis Infrastructure Investment Managers Private Limited

Viridis Infrastructure Investment Managers Private Limited reported negligible loss for FY 2023.

Piramal Holdings (Suisse) SA

During the year under review, Piramal Holdings (Suisse) SA ('PHSA') ceased to be a subsidiary of the Company and up to the date of divestment its total income was at ₹0.05 Crores. Loss before tax for the year was at ₹2.94 Crores and PHSA reported a net loss of ₹2.99 Crores.

Piramal Consumer Products Private Limited

The total income for FY 2023 was at ₹0.74 Crores. Profit before interest, depreciation and tax for the year was at ₹0.62 Crores. Piramal Consumer Products Private Limited reported a net profit of ₹0.32 Crores for the year.

Piramal Systems & Technologies Private Limited [Consolidated]

Piramal Systems & Technologies Private Limited (Consolidated) includes financials of Piramal Technologies SA ('PTSA'). Total income for FY 2023 amounted to ₹0.04 Crores. Loss before tax for the year was at ₹0.74 Crores. Piramal Systems and Technologies Private Limited (Consolidated) reported a net loss of ₹0.77 Crores for the year. As on the date of this report, PTSA is under liquidation.

PEL Finhold Private Limited

PEL Finhold Private Limited recorded total income of ₹0.10 Crores for FY 2023. Profit before depreciation and tax for the year was at ₹0.08 Crores. PEL Finhold Private Limited reported a net profit of ₹0.06 Crores for the year.

Piramal Alternatives Private Limited (Formerly known as Piramal Asset Management Private Limited)

The total income for FY 2023 was at ₹6.62 Crores. Loss before depreciation and tax for the year was at ₹30.62 Crores. Piramal Alternatives Private Limited reported a net loss of ₹31.51 Crores for the year.

Piramal Investment Advisory Services Private Limited

The total income for FY 2023 was at ₹0.66 Crores. Profit before depreciation and tax for the year was at ₹0.45 Crores. Piramal Investment Advisory Services Private Limited reported a net profit of ₹0.13 Crores for the year.

Shrilekha Business Consultancy Private Limited

The Company had an effective 74.95% equity stake in Shrilekha Business Consultancy Private Limited. Share of profit of Shrilekha Business Consultancy Private Limited considered in consolidation of the Company for FY 2023 amounts to ₹259.73 Crores up to the date of pronouncement of order passed by Hon’ble National Company Law Tribunal, Chennai Bench with respect to the sanction of the Composite Scheme of Arrangement and Amalgamation of Shriram Group.

Piramal International

As on the date of this report, Piramal International is under liquidation.

JOINT VENTURES AND ASSOCIATE COMPANIES

Investment in joint ventures and associates are accounted for using the equity method of accounting. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Company’s share of post-acquisition profits or losses and other comprehensive income of joint ventures and associates. Dividends received or receivable from associates or joint ventures are recognised as a reduction in the carrying amount of the investment.

India Resurgence ARC Private Limited is a 50:50 joint venture between the Company and Bain Capital Credit India Investments (a company existing under the laws of the Republic of Mauritius). Share of loss of India Resurgence ARC Private Limited considered in consolidation for FY 2023 amounts to ₹1.52 Crores.

India Resurgence Asset Management Business Private Limited is a 50:50 joint venture between the Company and Bain Capital Credit India Investments. Share of loss of India Resurgence Asset Management Business Private Limited considered in consolidation for FY 2023 amounts to ₹4.72 Crores.

India Resurgence Fund – Scheme 2, is a Category II, SEBI registered AIF which is managed by India Resurgence Asset Management Business Private Limited, a 50:50 joint venture between the Company and Bain Capital Credit India Investments. The Company's share of profit of ₹78.59 Crores in India Resurgence Fund – Scheme 2 has been considered in consolidation for FY 2023.

Asset Resurgence Mauritius Manager is a joint venture between Bain Capital Credit Member LLC and Piramal Fund Management Private Limited. Share of profit of Asset Resurgence Mauritius Manager considered in consolidation for FY 2023 amounts to ₹1.30 Crores.

Pramerica Life Insurance Company Limited (*formerly known as DHFL Pramatica Life Insurance Company Limited*) is a joint venture between DHFL Investments Limited, a wholly-owned subsidiary of Piramal Capital & Housing Finance Limited and Prudential International Insurance Holdings Ltd., a wholly owned subsidiary of Prudential Financial, Inc. Share of profit of Pramerica Life Insurance Company Limited considered in consolidation for FY 2023 amounts to ₹20.96 Crores.

DEPOSITS FROM PUBLIC

The Company being a non-deposit taking NBFC, has not accepted any deposits from the public during the year under review.

STATUTORY AUDITORS AND AUDITORS’ REPORT

M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010), were appointed as the Statutory Auditors of the Company by the Members at the 75th Annual General Meeting ('AGM') held on July 29, 2022, for a term of 3 (three)

consecutive years to hold office from the conclusion of 75th AGM until the conclusion of the 78th AGM of the Company, to be held in the calendar year 2025.

Pursuant to the receipt of the NBFC license and commencing the business as a NBFC, the Company was required to appoint a Joint Statutory Auditor along with M/s. Suresh Surana & Associates LLP, existing Statutory Auditor, in line with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by RBI ('RBI Guidelines').

Accordingly, Bagaria & Co LLP (Firm Registration No.: 113447W/W-100019), Chartered Accountants were appointed as one of the Joint Statutory Auditor of the Company for a period of three consecutive years i.e. until the conclusion of the 78th AGM of the Company, to be held in calendar year 2025, as approved by the Members through Postal Ballot on December 11, 2022, in terms of the provisions of Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the aforementioned RBI Guidelines.

The Joint Statutory Auditors' Report does not contain any qualification, reservation or adverse remark on the financial statements for the year ended March 31, 2023. The notes on financial statements referred to in the Joint Statutory Auditors’ Report are self-explanatory and do not call for any further comments.

CORPORATE SOCIAL RESPONSIBILITY

The annual report on Corporate Social Responsibility ('CSR') containing, details of CSR Policy, composition of CSR Committee, CSR projects undertaken and web-link thereto on the website of the Company, as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, is set out under Annexure B of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars regarding conservation of energy, technology absorption, foreign exchange earnings and outgo are given as Annexure C to this Report.

ANNUAL RETURN

The Annual Return for FY 2023 is available on the website of the Company at <https://www.piramal.com/investor/overview>.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Members of the Company at the 75th AGM held last year, approved appointment of Mr. Rajiv Mehrishi (DIN: 00208189) as an Independent Director, not liable to retire by rotation, for a term of 5 (five) years with effect from May 26, 2022 to May 25, 2027.

The Board of Directors of the Company ('Board') had based on the recommendation of Nomination and Remuneration Committee ('NRC') and subject to approval of the Members, approved appointment of Mr. Gautam Doshi (DIN: 00004612) as an Additional Director and also as an Independent Director, not liable to retire by rotation, for a term of 5 (five) years i.e. from October 31, 2022 to October 30, 2027.

In accordance with Regulation 17(1C) of the SEBI Listing Regulations, with effect from January 1, 2022, approval of the shareholders for appointment of a person on the Board of Directors is required to be

obtained either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The approval of the shareholders of the Company was required within three months for appointment of Mr. Gautam Doshi. The Company received approval of its Members on December 11, 2022 through Postal Ballot, for appointment of Mr. Gautam Doshi as an Independent Director on the Board of the Company.

Ms. Nandini Piramal (DIN: 00286092) held the position of Whole-Time Director, a Key Managerial Personnel (‘KMP’) in both PEL and PPL. Upon the sanction of the Scheme by Hon’ble NCLT and on completion of allotment and listing of its equity shares on the Stock Exchanges, PPL ceased to be a subsidiary of the Company. As per Section 203(3) of the Act, a whole-time KMP cannot hold office in more than one company except in its subsidiary company at the same time. Hence, Ms. Nandini Piramal stepped down from the position of Whole-Time Director & KMP of PEL with effect from August 26, 2022 and continues to serve as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Further, the following Directors resigned during the year under review:

- 1. Mr. Khushru Jijina as an Executive Director of the Company with effect from August 31, 2022;
- 2. Mr. N. Vaghul as an Independent Director of the Company with effect from close of business hours on November 9, 2022.

The Board places on record its appreciation and gratitude for the invaluable contributions made by Mr. Khushru Jijina and Mr. N. Vaghul during their tenure as Directors of the Company.

In line with the provisions of the Act and the Articles of Association of the Company, Mr. Vijay Shah (DIN: 00021276) will retire by rotation at the ensuing 76th AGM and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing 76th AGM.

The Company has received declarations from all its Independent Directors, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, the Independent Directors appointed during the year under review, are persons with integrity and possess requisite experience, expertise and proficiency required under applicable laws and the policies of the Company.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered with the databank maintained by the Indian Institute of Corporate Affairs.

The Board on the recommendation of the NRC and Audit Committee (erstwhile Audit & Risk Management Committee) had approved appointment of Mrs. Upma Goel as the Chief Financial Officer (‘CFO’) and cessation of Mr. Vivek Valsaraj as CFO with effect from the date of the Scheme being effective. On sanction of the Scheme by the Hon’ble NCLT and upon filing the certified copy of the Order with the Registrar of Companies on August 18, 2022, the effective date of appointment of Mrs. Upma Goel and date of cessation of Mr. Vivek Valsaraj as CFO of the Company is August 18, 2022.

BOARD EVALUATION

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board and of its Committees and the Non-Executive Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. The performance of the Executive Directors is evaluated on the basis of achievement of their Key Result Areas.

The Board of Directors has expressed its satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, seven Board Meetings were convened and held, details of which are given in the Report on Corporate Governance forming part of this Annual Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES

The Company has established a Vigil Mechanism, which includes a Whistle Blower Policy, for its Directors and Employees, to provide a framework to facilitate responsible and secure reporting of concerns of unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct & Ethics.

During the year under review, the Company commenced the business as a NBFC pursuant to which the Whistle Blower Policy of the Company was amended to align it with the applicable RBI Guidelines/Master Circulars. The details of establishment of Vigil Mechanism/Whistle Blower Policy are posted on the website of the Company at <https://www.piramal.com/investor/piramal-enterprises-limited/corporate-governance/policies-code-and-compliances/>.

AUDIT COMMITTEE

The Audit Committee comprises of the following as on March 31, 2023:

Name	Category
Mr. Rajiv Mehrishi – Chairman*	Non-Executive, Independent
Mr. Gautam Doshi*	Non-Executive, Independent
Mr. Puneet Dalmia*	Non-Executive, Independent

*Appointed with effect from October 31, 2022

The Company earlier had a combined Audit & Risk Management Committee which discharged functions of both the Committees. During the year under review, consequent to the Company commencing business as a NBFC regulated by RBI, the Audit & Risk Management Committee was re-constituted and the nomenclature was changed to Audit Committee and a separate Risk Management Committee (‘RMC’) of the Board was constituted, thereby segregating the functions of both the Committees and further details of RMC are given in the Report on Corporate Governance forming part of this Annual Report. Mr. N. Vaghul, ceased to be Chairman, Mr. S. Ramadorai and Mr. Suhail Nathani ceased to be members of the erstwhile Audit & Risk Management Committee effective October 31, 2022.

Further details on the Audit Committee are provided in the Report on Corporate Governance forming part of this Annual Report.

NOMINATION AND REMUNERATION POLICY

The Board of Directors has approved a Nomination Policy which lays down a framework for selection and appointment of Directors and Senior Management and for determining qualifications, positive attributes and independence of directors.

During the year under review, on account of the Company commencing the business as a NBFC, the Board on the recommendation of the NRC approved amendment to the Remuneration Policy, effective April 1, 2023 in line with the RBI Guidelines on Compensation of Key Managerial Personnel (‘KMP’) and Senior Management in NBFCs, dated April 29, 2022.

The Nomination Policy and the amended Remuneration Policy are given in Annexure D to this Report and is available on the website of the Company at <https://www.piramal.com/investor/piramal-enterprises-limited/corporate-governance/policies-code-and-compliances/>.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company being an NBFC registered with RBI and engaged in the business of giving loans in ordinary course of its business, is exempted from the disclosures regarding particulars of loans made, guarantees given and securities provided in accordance with the provisions of Section 186 of the Act.

MANAGERIAL REMUNERATION

A) Remuneration to Directors and Key Managerial Personnel (‘KMP’)

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during FY 2023 and the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for FY 2023 are as under:

Sr. No	Name of Director /KMP and Designation	Remuneration of Director/ KMP for FY 2023 (₹ in Lakhs)	% increase / decrease in remuneration in FY 2023	Ratio of remuneration of each Whole – Time Director to median remuneration of employees
1.	Mr. Ajay G. Piramal^ Chairman	N.A.	N.A.	N.A.
2.	Dr. (Mrs.) Swati A. Piramal^ Vice - Chairperson	N.A.	N.A.	N.A.
3.	Ms. Nandini Piramal* Non - Executive Director	N.A.	N.A.	N.A.
4.	Mr. Vijay Shah Non - Executive Director	N.A.	N.A.	N.A.
5.	Mr. Anand Piramal Non - Executive Director	N.A.	N.A.	N.A.
6.	Mr. Khushru Jijina* Executive Director	N.A.	N.A.	N.A.
7.	Mr. S. Ramadorai Independent Director	49.50	N.A.	N.A.
8.	Mr. N. Vaghul** Independent Director	46.00	N.A.	N.A.
9.	Mr. Suhail Nathani Independent Director	50.00	N.A.	N.A.
10.	Mr. Kunal Bahl Independent Director	45.00	N.A.	N.A.
11.	Ms. Anjali Bansal Independent Director	47.00	N.A.	N.A.
12.	Mr. Puneet Dalmia Independent Director	26.50	N.A.	N.A.

The details with regards to the investments made by the Company, are given in Note no. 6 of the standalone financial statements, forming part of this Annual Report.

RELATED PARTY TRANSACTIONS

During the year under review, all contracts/arrangements/transactions entered into by the Company with related parties were in ordinary course of business and on an arm's length basis. There were no material related party transactions by the Company during the year under review. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

Systems are in place for obtaining prior omnibus approval of the Audit Committee on an annual basis for transaction with related parties which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted and a statement giving details of all transactions with related parties are placed before the Audit Committee for their review on a periodic basis.

The Company has formulated a policy for dealing with related party transactions which is also available on website of the Company at <https://www.piramal.com/investor/piramal-enterprises-limited/corporate-governance/policies-code-and-compliances/>.

Sr. No	Name of Director /KMP and Designation	Remuneration of Director/ KMP for FY 2023 (₹ in Lakhs)	% increase / decrease in remuneration in FY 2023	Ratio of remuneration of each Whole – Time Director to median remuneration of employees
13.	Ms. Anita George Independent Director	12.50	N.A.	N.A.
14.	Ms. Shikha Sharma Non - Executive Director	9.00	N.A.	N.A.
15.	Mr. Rajiv Mehrishi [#] Independent Director	11.00	N.A.	N.A.
16.	Mr. Gautam Doshi [@] Independent Director	9.50	N.A.	N.A.
17.	Mr. Vivek Valsaraj [^] ^{**} Chief Financial Officer	N.A.	N.A.	N.A.
18.	Mrs. Upma Goel ^{&} Chief Financial Officer	75.22	N.A.	N.A.
19.	Mr. Bipin Singh Company Secretary	154.36	20.55	N.A.

Notes:

1. Non-Executive Directors are entitled to sitting fees and commission as per the statutory provisions and within the limits approved by shareholders. Remuneration details for Non-Executive Directors in the above table, is comprised of sitting fees and commission. Details in the corresponding columns are applicable for Whole-Time Directors and KMPs.

2. During the FY 2023, Mrs. Upma Goel and Mr. Bipin Singh did not exercise ESOPs under the Company’s ESOP Scheme.

3. Mr. Anand Piramal and Mr. Vijay Shah, Non-Executive Director do not receive any sitting fees or any other remuneration.

4. Remuneration details have been provided on the basis of remuneration, commission for the FY 2022 which was paid during the FY 2023 and sitting fees for meetings attended during the FY 2023.

[^]Considering the macroeconomic scenario and business performance, the Promoter Executive Directors i.e. Mr. Ajay G. Piramal and Dr. (Mrs.) Swati A. Piramal, had decided to forego their remuneration for the financial year ended March 31, 2023, hence the percentage change in their remuneration and ratio of remuneration to median remuneration of employees is not applicable. Mr. Ajay G. Piramal and Dr. (Mrs.) Swati A. Piramal received ₹286.41 lakhs and ₹138.85 lakhs respectively, as performance linked incentives for the FY 2022, which was paid during the FY 2023.

^{*}Ms. Nandini Piramal stepped down from the position of Whole-Time Director of the Company and continues to serve as a Non-Executive Director of the Company with effect from August 26, 2022 and received remuneration from Piramal Pharma Limited and hence, the percentage change in remuneration and ratio to median remuneration of employees is not applicable. Further, she did not receive any sitting fees or any other remuneration.

^{*}Mr. Khushru Jijina resigned with effect from August 31, 2022 and received remuneration from PHL Fininvest Private Limited (‘PFPL’), wholly owned subsidiary of the Company up the date of his employment in PFPL and hence the percentage change in remuneration and ratio to median remuneration of employees is not applicable.

^{**} Resigned as an Independent Director with effect from close of business hours of November 9, 2022.

[#] Appointed as an Independent Director of the Company with effect from May 26, 2022.

[@] Appointed as an Independent Director of the Company with effect from October 31, 2022.

[^]Mr. Vivek Valsaraj ceased to be Chief Financial Officer of the Company with effect from August 18, 2022 and received his remuneration from Piramal Pharma Limited. Hence, the percentage change in remuneration and ratio to median remuneration of employees is not applicable.

[&]Mrs. Upma Goel was appointed as a Chief Financial Officer of the Company with effect from August 18, 2022, and hence the percentage change in her remuneration is not applicable.

- ii. The median remuneration of employees of the Company during FY 2023 was ₹24,70,000⁵;
- iii. In the financial year, there was 399% increase in the median remuneration of employees⁵;
- iv. There were 180 permanent employees on the rolls of the Company as on March 31, 2023⁵;
- v. Average percentage increase made in the salaries of employees other than the managerial personnel during FY 2023 was -8%. As regards, comparison of Managerial Remuneration of FY 2023 over FY 2022, details of the same are given in the above table at Sr. No. (i)⁵;
- vi. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, KMP and other Employees.

⁵*Consequent to the Composite Scheme of Arrangement approved by the Hon’ble National Company Law Tribunal by order dated August 12, 2022, the Company’s pharmaceuticals business has been demerged into Piramal Pharma Limited, thus resulting in a decrease in the number of permanent employees on the payroll of the Company. Accordingly, the information in Sr. Nos. (ii), (iii), (iv), and (v) above has changed significantly in FY 2023.*

B) Employee Particulars

Details of employee remuneration as required under the provisions of Section 197 of the Act and Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate statement and forms part of the Annual Report. Further, this Report is being sent to the Members excluding the said statement. In terms of Section 136 of the Act, the said statement will be open for inspection upon specific request made in writing to the Company by the Members. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

Requisite details relating to ESOPs are available on the Company’s website at <https://www.piramal.com/investor/overview>.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Rules made thereunder, the Company has appointed N.L Bhatia & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company. The Secretarial Audit Report is annexed as Annexure E and forms an integral part of this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

As per the requirements of the SEBI Listing Regulations, Piramal Capital & Housing Finance Limited, material subsidiary of the Company has undertaken secretarial audit for the financial year 2022-23. The Secretarial Audit Report of the material subsidiary does not contain any qualification, reservation or adverse remark and is attached as Annexure E1 to this Report

CERTIFICATIONS FROM COMPANY SECRETARY IN PRACTICE

A certificate has been received from N.L Bhatia & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by SEBI, Ministry of Corporate Affairs or any such statutory authority. The certificate is attached as Annexure F to this Report.

The Report on Corporate Governance as stipulated in the SEBI Listing Regulations forms part of the Annual Report. The requisite certificate from N.L Bhatia & Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under the SEBI Listing Regulations is annexed hereto as Annexure G to this Report.

RISK MANAGEMENT FRAMEWORK

The Company has a robust Risk Management framework to identify, measure, manage and mitigate business and opportunities. This framework seeks to create transparency, minimise adverse impact on the business strategy and enhance the Company’s competitive advantage. This risk framework thus helps in managing market, credit and operational risks and quantifies potential impact at a Company level.

The Company also has a well-defined Fraud Risk Management framework and the Fraud Risk Management Committee comprising of top management representatives oversees the matters related to fraud risk.

Further, information on the risk management process of the Company is contained in the Management Discussion & Analysis Report which forms part of the Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

DIRECTORS’ RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and systems of compliance which are established and maintained by the Company,

audits conducted by the Internal, Statutory and Secretarial Auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and reviews by the Management and the Audit Committee, the Board is of the opinion that the Company’s internal financial controls were adequate and effective during FY 2023.

The Directors confirm to the best of their knowledge and ability, that:

- (a) in the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed with no material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual financial statements on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ASSET LIABILITY MANAGEMENT (‘ALM’)

The Company had a total borrowing of ₹8715.26 Crores on March 31, 2023. The Company has a robust Asset Liability Management Committee and meetings are held as and when required and it continuously monitors asset-liability mismatches to ensure that there are no imbalances on either side of the balance sheet. The ALM position of the Company is based on the maturity buckets as per the guidelines issued by RBI, from time to time.

COST AUDIT

Pursuant to the sanction of the Scheme, the Company has ceased to be a pharmaceutical company from the appointed date of April 1, 2022. Accordingly, maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148 of the Act read with the applicable rules made thereunder are not applicable in respect of the business activities of the Company as a NBFC.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SEBI had introduced new requirements for sustainability reporting by listed entities. The new reporting called the Business Responsibility and Sustainability Report (‘BRSR’) has replaced the existing Business Responsibility Report. In terms of the aforesaid amendment, with

effect from the financial year 2022 -2023, reporting of BRSR is made mandatory for the top 1000 listed companies (by market capitalisation).

The BRSR of the Company for FY 2023 as required under SEBI Listing Regulations is enclosed with this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 ('POSH ACT')

The Company has always believed in providing a safe and harassment free workplace for every individual working in Company’s premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace which is in line with the requirements of POSH Act. The Company has complied with provisions relating to the constitution of Internal Complaints Committee (‘ICC’) under POSH Act. ICC has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. ICC has its presence at corporate offices as well as at site locations.

The policy is gender neutral. During the year under review, 1 (One) complaint with allegation of sexual harassment was filed with ICC, detailed investigation was carried out and same was disposed-off as per the provisions of POSH Act.

RBI COMPLIANCES

The Company from the date of receipt of NBFC license continues to comply with all the applicable regulations, guidelines, etc. prescribed by the RBI, from time to time.

As a systemically important non-deposit taking NBFC, the Company always strives to operate in compliance with applicable RBI guidelines and regulations and employs its best efforts towards achieving the same.

OTHERS

The Directors state that no disclosure or reporting is required in respect of the following items, during the year under review:

- 1. No sweat equity shares and shares with differential rights as to dividend, voting or otherwise were issued;
- 2. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company’s operations in future;
- 3. None of the Auditors of the Company have reported any fraud as specified under Section 143(12) of the Act; and
- 4. Neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 against the Company.

ACKNOWLEDGEMENT

We take this opportunity to thank the employees for their dedicated service and contribution to the Company.

We also thank our banks, business associates, members and other stakeholders for their continued support to the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 24, 2023

Chairman

ANNEXURE A

CHANGES IN THE COMPANY’S SUBSIDIARIES, JOINT VENTURES AND/ OR ASSOCIATE COMPANIES DURING FY 2023:

COMPANIES WHICH HAVE BECOME SUBSIDIARIES:

- 1. Piramal Payment Services Limited
- 2. PRL Agastya Private Limited

COMPANIES WHICH HAVE CEASED TO BE SUBSIDIARIES:

- 1. PHL Fininvest Private Limited
- 2. Piramal Pharma Limited
- 3. Piramal Dutch Holdings N.V.
- 4. Piramal Pharma Inc.
- 5. Piramal Healthcare Inc.
- 6. Piramal Critical Care Limited
- 7. Piramal Healthcare UK Limited
- 8. Piramal Healthcare Pension Trustees Limited
- 9. Piramal Healthcare (Canada) Limited
- 10. Piramal Critical Care Italia S.P.A
- 11. Piramal Critical Care Inc.
- 12. Piramal Critical Care Deutschland GmbH
- 13. Convergence Chemicals Private Limited
- 14. Piramal Pharma Solutions Inc.
- 15. Piramal Critical Care South Africa (PTY) Ltd.
- 16. Ash Stevens LLC
- 17. PEL Pharma Inc.
- 20. Piramal Critical Care B.V.
- 21. Piramal Critical Care Pty. Ltd.
- 22. Piramal Pharma Solutions (Dutch) B.V.
- 23. PEL Healthcare LLC
- 24. Hemmo Pharmaceuticals Private Limited
- 25. Piramal Pharma Japan GK
- 26. Piramal Pharma II Private Limited
- 27. Piramal Holdings Suisse SA
- 28. Shrilekha Business Consultancy Private Limited
- 29. Viridis Power Investment Managers Private Limited

COMPANIES WHICH HAVE BECOME AN ASSOCIATE COMPANY:

- 1. Shriram LI Holdings Private Limited
- 2. Shriram GI Holdings Private Limited
- 3. Shriram Investment Holdings Limited

COMPANIES WHICH HAVE CEASED TO BE AN ASSOCIATE COMPANY:

- 1. Allergan India Private Limited
- 2. Yapan Bio Private Limited
- 3. Shriram Capital Limited

No entity has become or ceased to be a Joint Venture during FY 2023.

ANNEXURE B

Annual Report on Corporate Social Responsibility activities for the financial year 2022-23

1. Brief outline on CSR Policy of the Company:

The CSR initiatives of the Company are either undertaken as projects or programs or activities, whether new or ongoing and in line with the CSR Policy. During the year ended March 31, 2023, the Company discharged its CSR obligations through projects and programs of Piramal Foundation for Education Leadership, Piramal Foundation and Piramal Swasthya Management and Research Institute (collectively referred to as 'CSR entities') in the education and health sector respectively.

The CSR entities develop innovative solutions to resolve issues that are critical roadblocks towards improving India’s health and education issues. The CSR entities believes that considerable positive change can occur, when we collaborate with likeminded partners and nurture projects that are scalable ensuring a long term impact.

The CSR policy of the Company is guided by the core values of the Group, namely, Knowledge, Action, Care and Impact.

2. Composition of CSR Committee:

Sr. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year ⁵	Number of meetings of CSR Committee attended during the year ⁵
1	Mr. N. Vaghul – Chairman [#]	Non-Executive, Independent	1	1
2	Ms. Shikha Sharma – Chairman [#]	Non-Executive, Non-Independent	2	2
3	Dr. (Mrs.) Swati A. Piramal [*]	Executive	2	2
4	Ms. Nandini Piramal	Non-Executive, Non-Independent	3	3
5	Mr. Puneet Dalmia [@]	Non-Executive, Independent	2	1
6	Mr. Suhail Nathani [@]	Non-Executive, Independent	2	2
7	Mr. Vijay Shah [@]	Non- Executive, Non-Independent	1	1

^{*} Appointed as a member of the CSR Committee with effect from July 29, 2022.
[#] Mr. N. Vaghul ceased to be Chairman and Ms. Shikha Sharma was appointed in his place as the Chairperson of the CSR Committee with effect from October 31, 2022.
[@] Mr. Vijay Shah ceased to be a member and Mr. Puneet Dalmia & Mr. Suhail Nathani were appointed as members of the CSR Committee with effect from October 31, 2022.
⁵ Meetings held and attended during the tenure of the respective director as a member of the Committee.

3. Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

- a. Composition of the CSR committee and CSR policy: <https://www.piramal.com/investor/piramal-enterprises-limited/corporate-governance/board-of-directors/>
- b. CSR projects: <https://www.piramal.com/foundation/>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Impact assessment report was not applicable in FY 2022-23 for the CSR projects undertaken by the Company.

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹858.32 Crores
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹17.16 Crores
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set off for the financial year, if any: Nil
- (e) Total CSR obligation for the financial year (b+c-d): ₹17.16 Crores

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹20.00 Crores
- (b) Amount spent in Administrative overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: Nil
- (d) Total amount spent for the financial year [(a)+(b)+(c)]: ₹20.00 Crores
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ In Crores)	Amount Unspent (₹ in Crores)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
20.00	Nil	NA	NA	Nil	NA

(f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (₹ In Crores)
1.	Two percent of average net profit of the company as per sub-section (5) of section 135	17.16
2.	Total amount spent for the financial year	20.00
3.	Excess amount spent for the financial year [(ii)-(i)]	2.84
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	2.84

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Crores)	Balance Amount in unspent CSR Account under section 135 (6) (₹ in Crores)	Amount spent in the reporting Financial Year (₹ in Crores)	Amount transferred to a fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (₹ in Crores)	Deficiency, if any
					Amount (₹ In Crores)	Date of transfer		
					NA			

8. Whether any capital assets have been created or acquired through CSR amount spent in the financial year: Yes/No

If Yes, enter the number of Capital assets created / acquired: 8

Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:

Sl. No.	Short particulars of the property or assets [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent (₹ in Crores)	Details of entity / Authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
1.	Wheel chairs at Piramal School of Leadership, Near Piramal B.Ed. College, Piramal Nagar, Bagar, Rajasthan	333023	July 09, 2022	0.001	CSR00000717	Piramal Foundation for Education Leadership	2 nd Floor, Piramal Ananta, Piramal Agastya Corporate Park, LBS Marg, Kurla West, Mumbai - 400070
2.	Internal Access points for Wi - Fi at Piramal School of Leadership, Near Piramal B.Ed. College, Piramal Nagar, Bagar, Rajasthan	333023	October 07, 2022	0.03			
3.	Tablets at 2 nd floor, Piramal Ananta, Piramal Agastya Corporate Park, Kurla West, Near Kamani Junction, Mumbai	400070	January 31, 2023, January 28, 2023 and February 22, 2023	0.05			
4.	Geysers at Piramal School of Leadership, Near Piramal B.Ed. College, Piramal Nagar, Bagar, Rajasthan	333023	February 15, 2023	0.01			
5.	Coolers at Piramal School of Leadership, Near Piramal B.Ed. College, Piramal Nagar, Bagar, Rajasthan	333023	March 17, 2023	0.02			
6.	Solar Panel Works at Piramal School of Leadership, Near Piramal B.Ed. College, Piramal Nagar, Bagar, Rajasthan	333023	March 31, 2023	0.32			
7.	Laptops at 2 nd floor, Piramal Ananta, Piramal Agastya Corporate Park, Kurla West, Near Kamani Junction, Mumbai	400070	August 25, 2022 and July 31, 2022	0.06	CSR00006603	Piramal Foundation	
8.				0.11			
TOTAL				0.60			

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: NA

Swati Piramal
(Executive Director)

Shikha Sharma
(Chairperson CSR Committee)

ANNEXURE C

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014 for the year ended March 31, 2023

A. CONSERVATION OF ENERGY

The Company’s operations are not energy intensive. However, the Company implements various energy conservation measures and use of alternative source of energy, wherever required, across all its function and branches, as follows:

- 1. All 114 new branches of the Company are fitted with Invertor air-conditioning with R-22 refrigerant saving over 95mw of energy per annum;
- 2. Reduced over 50% of light consumption by using Light Emitting Diode (‘LED’) light fixtures, resulted in saving of 65mw of energy per annum; and
- 3. Usage of LED lights for all the Company's sign boards, resulted in saving of 70mw of energy per annum.

The above measures did not result in any capital investments towards energy conservation equipment.

B. TECHNOLOGY ABSORPTION

The details pertaining to technology absorption by the Company have been explained in the Management Discussion and Analysis.

Expenditure on R&D

During the year under review, the Company did not incur any expenditure on research and development.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, foreign exchange earnings were ₹5.84 Crores as against outgo of ₹1.69 Crores.

ANNEXURE D

NOMINATION POLICY

I. Preamble

The Nomination and Remuneration Committee (‘NRC’) of Piramal Enterprises Limited (the ‘Company’), has adopted the following policy and procedures with regard to identification and nomination of persons who are qualified to become directors and who may be appointed in senior management.

This policy is framed in compliance with the applicable provisions of Regulation 19 read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (‘the Regulations’) and Section 178 and other applicable provisions of the Companies Act, 2013.

II. Criteria for identifying persons for appointment as Directors and Senior Management:

A. Directors

- 1. Candidates for Directorship should possess appropriate qualifications, skills and expertise in one or more fields of finance, law, general corporate management, information management, science and innovation, public policy, financial services, sales & marketing and other disciplines as may be identified by the NRC and/ or the Board from time to time, that may be relevant to the Company’s business.

- 2. Such candidates should also have a proven record of professional success.
- 3. Every candidate for Directorship on the Board should have the following positive attributes:
 - a) Possesses a high level of integrity, ethics, credibility and trustworthiness;
 - b) Ability to handle conflict constructively and possess the willingness to address critical issues proactively;
 - c) Is familiar with the business of the Company and the industry in which it operates and displays a keen interest in contributing at the Board level to the Company’s growth in these areas;
 - d) Possesses the ability to bring independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management and resource planning;
 - e) Displays willingness to devote sufficient time and attention to the Company’s affairs;
 - f) Values Corporate Governance and possesses the skills and ability to assist the Company in implementing good corporate governance practices;

- g) Possesses leadership skills and is a team player;

- 4. Criteria for Independence applicable for selection of Independent Directors:

- a) Candidates for Independent Directors on the Board of the Company should comply with the criteria for Independence as stipulated in the Companies Act, 2013 and the Regulations, as amended or re-enacted or notified from time to time. Such candidates should also comply with other applicable regulatory requirements relating to Independence or as may be laid down by the Board from time to time.
- b) Such Candidates shall submit a Declaration of Independence to the NRC / Board, initially and thereafter, annually, based upon which, the NRC / Board shall evaluate compliance with this criteria for Independence.

- 5. Change in status of Independence

Every Independent Director shall be required to inform the NRC / Board immediately in case of any change in circumstances that may put his or her independence in doubt, based upon which, the NRC / Board may take such steps as it may deem fit in the best interest of the organisation.

- 6. Extension of existing term of Independent Directors

Upon the expiry of the prevailing term and subject to the eligibility of the Independent Director (‘ID’), under the applicable provisions of the Act, Rules, Listing Regulations and other applicable law(s), as prevailing from time to time, the Board may, on the recommendations of the NRC and subject to the outcome of performance evaluation and in compliance with applicable regulatory requirements, at its discretion, recommend to the shareholders an extension or renewal of the ID’s existing term for such period as it may deem fit and proper, in the best interest of the organisation.

B. Members of Senior Management

- 1. For the purpose of this Policy, the term ‘Senior Management’ means all executives of the Company who are heading any business or function of the Company.
- 2. The eligibility criteria for appointments to Senior Management and continuity thereof shall include integrity and ethics, in addition to possessing qualifications, expertise, experience and special competencies relevant to the position for which purpose the executive is being or has been appointed.
- 3. Any candidate being considered for the post of senior management should be willing to comply fully with the PEL – Code of Conduct for senior management, PEL – Code of Conduct for Prevention of Insider Trading and other applicable policies, in force from time to time.

III. Process for identification & shortlisting of candidates

A. Directors

- 1. The NRC shall identify the need for appointment of new Directors on the Board on the basis of the evaluation process for Board as a whole and of individual Directors or as it may otherwise determine.
- 2. Candidates for Board membership may be identified from a number of sources, including but not limited to past and present members of the Board and Directors database.
- 3. NRC shall evaluate proposals for appointment of new Directors on the basis of qualification criteria and positive attributes referred to hereinabove and make its recommendations to the Board.

B. Members of Senior Management

- 1. The NRC shall consider the recommendations of the management while evaluating the selection of executives in senior management. The NRC may also identity potential candidates for appointment to Senior Management through referrals and recommendations from past and present members of the Board or from such other sources as it may deem fit and proper.
- 2. The NRC shall evaluate proposals for appointments to Senior Management on the basis of eligibility criteria referred to hereinabove and such other criteria as it may deem appropriate.
- 3. Based on such evaluation, the NRC shall shortlist the desired candidate and make its recommendations to the Board for appointment.

IV. Removal

A. Directors

- 1. If a Director incurs any disqualification mentioned under the Companies Act, 2013 or any other applicable law, regulations, statutory requirement, the NRC may recommend to the Board with reasons recorded in writing, the removal of the said Director subject to the provisions of and compliance with the statutory provisions.
- 2. Such recommendations may also be made on the basis of performance evaluation of the Directors or as may otherwise be thought fit by the NRC.

B. Members of Senior Management

- 1. The NRC shall consider the recommendations of the management while making recommendations to the Board for dismissal / removal of those in Senior Management.
- 2. Such recommendations may also be made on the basis of performance evaluation of members of Senior Management to the extent applicable or as may otherwise be thought fit by the NRC.

V. Review

- 1. The NRC shall periodically review the effectiveness of this Policy and recommend any revisions that maybe required to this Policy to the Board for consideration and approval.

REMUNERATION POLICY

1. Preamble:

The Remuneration Policy is framed in line with the requirement of the Section 178 and other applicable provisions of the Companies Act, 2013, Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Reserve Bank of India (‘RBI’) Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs, dated 29th April 2022 and other applicable circulars/ guidelines/ notifications/ directions issued by RBI, from time to time.

This Policy reflects the Company’s core values viz. Knowledge, Action, Care and Impact.

2. Definitions:

“Act” means the Companies Act, 2013 as prevailing from time to time.

“Board of Directors” or “Board” means the Board of Directors of the Company.

“Company” means Piramal Enterprises Limited.

“Clawback” is a contractual agreement between the employee and the Company in which the employee agrees to return, forego, compensate to the Company in cash, kind or any other manner previously paid or vested remuneration, perquisites, benefits, amenities, facility to the Company under certain circumstances.

“Nomination and Remuneration Committee” or “NRC” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

“Independent Director” means a Director of the Company who satisfies criteria for independence under the Act and the Regulations.

“Key Managerial Personnel” or “KMP” means persons as defined under the Act.

“Malus” is an arrangement that permits the Company to prevent vesting of all or part of the amount of a deferred remuneration, perquisite, benefit, amenities or facility.

“Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Senior Management” shall mean the personnel of the Company as laid down under Explanation to Section 178 of the Act and the Listing Regulations.

“Policy” means this Remuneration Policy.

3. Objective

The Policy aims to provide a framework to create, modify and maintain appropriate compensation programs including to attract and retain talent, and to ensure long term sustainability of talented managerial persons, and processes with adequate supervision and control.

4. Framework:

The NRC shall have the constitution, powers, functions and duties as laid down in Section 178 of the Act and Listing Regulations. The NRC shall be responsible to oversee the framing, review and implementation of the Policy of the Company approved by the Board.

The NRC shall also work in close coordination with Risk Management Committee of the Company to achieve effective alignment between compensation and risks. The NRC shall ensure that compensation levels are supported by the need to retain earnings of the Company and the need to maintain adequate capital based on Internal Capital Adequacy Assessment Process (ICAAP). The NRC shall also ensure ‘fit and proper’ status of proposed/existing Directors and that there is no conflict of interest in appointment of directors on the Board, KMPs and Senior Management.

Further, the NRC shall determine the remuneration of Directors, KMPs and Senior Management and make recommendations to the Board for approval.

5. Designing of Remuneration Packages:

While designing remuneration packages of employees including KMPs and Senior Management, the following principles for compensation shall be taken into consideration:

a) **Components and Risk Alignment:** The compensation of KMPs and Senior Management shall be reasonable, recognising all relevant factors including adherence to statutory requirements and industry practices. The compensation packages may comprise of fixed and variable pay components aligned effectively with prudent risk taking to ensure that compensation is adjusted for all types of risks, the compensation outcomes are symmetric with risk outcomes, compensation pay-outs are sensitive to the time horizon of the risks, and the mix of cash, equity and other forms of compensation are consistent with risk alignment.

b) **Composition of Fixed Pay:** All the fixed items of compensation, including the perquisites and contributions towards superannuation/retiral benefits, may be treated as part of fixed pay. All perquisites that are reimbursable may also be included in the fixed pay so long as there are monetary ceilings on these reimbursements. Monetary equivalent of benefits of non-monetary nature (such as free furnished house, use of company car, etc.) may also be part of fixed pay.

c) Variable Pay:

- i. Composition of Variable Pay: The variable pay may be in the form of cash or share-linked instruments (ESOPs), or a mix of cash and share-linked instruments. It shall be ensured that the share-linked instruments are in conformity with relevant statutory provisions.
- ii. Proportion: The proportion of variable pay in total compensation (fixed and variable pay) shall be commensurate with the role and prudent risk-taking profile of KMPs/ Senior Management. At higher levels

of responsibility, the proportion of variable pay shall be higher. There shall be proper balance between the cash and share-linked instruments in the variable pay in case the variable pay contains share linked instruments. The variable pay shall be truly and effectively variable and can be reduced to zero based on performance at an individual, business-unit and company-wide level. The Company has Pay for Performance philosophy which ensures that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- iii. Deferral of variable pay: Not all the variable pay awarded after performance assessment may be paid immediately. Certain portion of variable pay, as decided by the NRC, may be deferred to time horizon of the risks. The portion of deferral arrangement may be made applicable for both cash and non-cash components of the variable pay. Deferral period for such an arrangement shall be decided by the NRC.
- iv. Control and assurance function personnel: KMPs and Senior Management engaged in financial control, risk management, compliance and internal audit shall be compensated in a manner that is independent of the business areas they oversee and commensurate with their key role in the Company. Accordingly, such personnel may have higher proportion of fixed compensation. However, a reasonable proportion of compensation may be in the form of variable pay, so that exercising the options of malus and/or clawback, when warranted, is not rendered infructuous.

d) **Guaranteed Bonus:** Guaranteed bonus may not be paid to KMPs and Senior Management. However, in the context of new hiring joining/sign-on bonus could be considered by the Company. The said bonus will neither be considered part of fixed pay nor of variable pay.

6. Remuneration to Directors:

A. Non-Executive Directors / Independent Directors:

The Non-Executive Directors / Independent Directors are entitled to the following remuneration:

- i. Sitting Fees: The Non-Executive / Independent Directors receive remuneration in the form of sitting fees for attending meetings of Board or Committee thereof of the Company and its subsidiaries where such Director may be so appointed. Provided that the amount of such fees shall not exceed such amount per meeting as may be stipulated under applicable regulatory requirements.
- ii. Commission: The Board may at its discretion pay commission subject to compliance with applicable regulatory requirements.

B. Remuneration to Whole – Time Directors:

- i The remuneration to be paid to the Whole–Time Directors, when applicable, shall be in compliance with the applicable regulatory requirements, including such requisite approvals as may be required by law.
- ii Increments may be recommended by the NRC to the Board, subject to the limits specified under the applicable laws and regulatory requirements.
- iii The Board may at the recommendation of the NRC and in its discretion, consider the payment of such additional remuneration within the framework of applicable laws and regulatory requirements.

7. Malus and Clawback

Malus & Clawback clauses shall be applied basis informed judgement of the NRC.

The Malus and Clawback shall be applicable to variable pay (Cash/ Deferred Cash/Share Linked Instruments) and shall be actioned and reviewed by the NRC in the event of any/some/all of the following condition(s):-

- i. employee is convicted of a felony;
- ii. employee wilfully engages in illegal conduct or gross misconduct which is materially and demonstrably injurious to the Company or its subsidiaries or affiliates, including competition with the Company or its subsidiaries or affiliates;
- iii. employee is in breach of Code of Conduct & Ethics Policy published by the Company;
- iv. employee is found guilty under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- v. employee wilfully and continually failed to perform the participant’s duties with the Company, its subsidiaries or affiliates following written notice specifically identifying the nature of the non-performance and demanding specific substantial performance; and
- vi. subdued or negative financial performance of the Company and/or the relevant line of business or employee misconduct in any year.

The Malus & Clawback period shall be applicable for 5 years from the pay-out or reward (as applicable).

8. Disclosure

The disclosures as required under the relevant provisions of the Act and the rules made thereunder, Listing Regulations, and RBI circulars/ guidelines/ notifications/ directions, issued from time to time, shall be made by the Company.

9. Review

The NRC shall periodically review the effectiveness of this Policy and recommend any revisions that may be required to this Policy to the Board for consideration and approval.

ANNEXURE E

To,
The Members,
Piramal Enterprises Limited

Our report of even date is to be read along with this letter.

- 1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2. We have followed the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
- 3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
- 4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
- 5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000369899

Place: Mumbai
Date: May 24, 2023

SECRETARIAL AUDIT REPORT
FORM NO. MR-3

For The Financial Year Ended March 31, 2023
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Piramal Enterprises Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good governance practices by **Piramal Enterprises Limited** (herein after called **‘the Company’**). Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India (“the Auditing Standards”) and the processes and practices followed during the conduct of Audit are aligned with the Auditing Standards to provide us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- a) The Companies Act, 2013 (‘the Act’) and the Rules made thereunder;
- b) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings,
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 read with the notifications, guidelines and circulars issued by Securities and Exchange Board of India or Stock Exchanges in this regards, to the extent applicable to the Company:
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’);

- ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- v. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- vi. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- vii. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- viii. Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company);
- f) Reserve Bank of India Master Direction/Guidelines to Systemically Important Non-Deposit taking Non-Banking Financial Company, which were applicable to the Company from the receipt of Certificate of Registration;
- g) Prevention of Money Laundering Act, 2002.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Board and General Meetings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Meetings of the Board of Directors and of the Committees thereof were carried out unanimously.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the

Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines. All the notices and orders received by the Company pursuant to the abovementioned laws have been adequately dealt with/duly replied/complied with.

We further report that, the Hon’ble National Company Law Tribunal, Mumbai Bench (‘NCLT’) vide its order dated August 12, 2022, had approved a composite scheme of arrangement amongst the Company, Piramal Pharma Limited (‘PPL’), Convergence Chemicals Private Limited (‘CPPL’), Hemmo Pharmaceuticals Private Limited (HPPL’), PHL Fininvest Private Limited (‘PFPL’) and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Act and rules made thereunder (‘Scheme’). Consequent to the Scheme, (a) the Pharma Business by way of demerger was transferred to PPL, and equity shares of PPL were allotted to shareholders of PEL as per the share entitlement ratio i.e. for every 1 equity share of face and paid-up value of ₹2 each held in PEL, 4 equity shares of face and paid-up value of ₹10 each in PPL; (b) CCPL and HPPL (both wholly owned subsidiaries of PPL) were amalgamated into PPL; and (c) PFPL (a wholly owned subsidiary of the Company) was amalgamated into the Company. The Company, pursuant to the aforesaid Scheme, become a Systemically Important Non-Deposit taking Non- Banking Financial Company and Certificate of Registration dated July 21, 2022, was received on July 26, 2022, to commence the business of nonbanking financial institution without accepting public deposits under Section 45 IA of the Reserve Bank of India Act, 1934. The Scheme become effective with effective from August 18, 2022.

We further report that, M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W-100010) were appointed as the Statutory Auditors of the Company, for a term of 3 consecutive years.

We further report that, during the audit period, the Members at the Annual General Meeting held on July 29, 2022, approved following special resolutions:

- Appointment of Mr. Rajiv Mehrishi as an Independent Director.
- Issue of Non-Convertible Debentures on Private Placement Basis.

We further report that, during the audit period, the Members approved following matters through postal ballot notice dated March 31, 2022:

- Appointment of Mr. Puneet Dalmia as an Independent Director of the Company.
- Appointment of Ms. Anita George as an Independent Director of the Company.
- Appointment of Ms. Shikha Sharma as a Non-Executive Non-Independent Director of the Company.
- Re-appointment of Mr. Ajay G. Piramal as Chairman of the Company.
- Re-appointment of Dr. (Mrs.) Swati A. Piramal as Vice-Chairperson of the Company.
- Re-appointment of Ms. Nandini Piramal as Executive Director of the Company. (Consequent to the Scheme, Ms. Nandini Piramal stepped down from the position of a Whole-Time Director & KMP of the Company with effect from August 26, 2022 and continues on the Board of the Company as a Non-Executive, Non-Independent Directors.)

We further report that, during the audit period, the Members approved following matters through postal ballot notice dated October 31, 2022:

- Appointment of Bagaria & Co LLP, Chartered Accountants (Firm Registration Number 113447W/W-100019) as joint Auditors of the Company.
- Appointment of Mr. Gautam Doshi as an Independent Director of the Company.

For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000369899

Place: Mumbai
Date: May 24, 2023

ANNEXURE E1

To,
The Members,
Piramal Capital & Housing Finance Limited
(formerly known as Dewan Housing Finance Corporation Limited)

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, we have followed are aligned with Auditing Standards issued by the Institute of Company Secretaries of India (ICSI) provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000369558

Place: Mumbai
Date: May 24, 2023

SECRETARIAL AUDIT REPORT
FORM NO. MR-3

For The Financial Year Ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Piramal Capital & Housing Finance Limited
(formerly known as Dewan Housing Finance Corporation Limited)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Piramal Capital & Housing Finance Limited (formerly known as Dewan Housing Finance Corporation Limited) (hereinafter called ‘the Company’). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- i. The Companies Act, 2013 (‘the Act’) and the Rules made there under including any amendments and re-enactments there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 (‘FEMA’) and the Rules and Regulations made there under to the extent applicable;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) read with the notifications, guidelines and circulars issued by Securities and Exchange Board of India or Stock Exchanges in this regards, to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to August 15, 2021) and The Securities and Exchange Board of India (Issue and

Listing of Non-Convertible Securities) Regulations, 2021 (with effect from August 16, 2021);

- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Debenture trustee) Regulation, 1993 to the extent applicable;
- e. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- f. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- g. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

Amongst the various laws which are applicable to the Company, based on the nature of business activities of the Company, following are the laws which are specifically applicable to the Company:

- (a) The National Housing Bank Act, 1987 and all the Rules, Regulations, Circulars, Directions and Guidelines prescribed thereunder;
- (b) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021;
- (c) The Prevention of Money-Laundering Act, 2002 and the Prevention of Money Laundering (Maintenance of Records, etc.) Rules, 2005.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) with respect to Board and General Meetings.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings and Board Committee Meetings, agenda and detailed notes on agenda were sent in accordance with the Secretarial Standard-1 and in compliance with the applicable laws, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Meetings of the Board of Directors and of the Committees thereof were carried out unanimously.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines. All the notices and orders received by the Company pursuant to the above mentioned laws have been adequately dealt with/ duly replied/ complied with.

We further report that, the members in the Extra-Ordinary General Meeting held on 30th June, 2022 approved appointment of Mr. Puneet Yadu Dalmia (DIN: 00022633) as an Independent Director of the Company by passing special resolution.

We further report that, the members in the Extra-Ordinary General Meeting held on 30th June, 2022 approved the following ordinary resolutions:

- Material Related Party Transaction with PHL Fininvest Private Limited, a fellow subsidiary of the Company.
- Material Related Party Transaction with Piramal Fund Management Private Limited, a fellow subsidiary of the Company.

- Material Related Party Transaction with India Resurgence ARC Private Limited, a Piramal Group Company.

We further report that, the members in the Annual General Meeting held on 13th August, 2022 approved issue of Non-Convertible Debentures on Private Placement Basis by passing special resolution.

For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000369558

Place: Mumbai
Date: May 24, 2023

ANNEXURE F

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para-C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Piramal Enterprises Limited,
Piramal Ananta, Agastya Corporate Park,
Opposite Fire Brigade, Kamani Junction, LBS Marg,
Kurla (West), Mumbai - 400 070

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Piramal Enterprises Limited having CIN L24110MH1947PLC005719 and having registered office at Piramal Ananta, Agastya Corporate Park, Opposite Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400 070 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Ajay G. Piramal	00028116	07/03/1988
2.	Dr. (Mrs.) Swati A. Piramal	00067125	20/11/1997
3.	Mr. S. Ramadorai	00000002	24/10/2002
4.	Ms. Nandini Piramal	00286092	01/04/2009
5.	Mr. Vijay Shah	00021276	01/01/2012
6.	Mr. Anand Piramal	00286085	12/05/2017
7.	Mr. Suhail Nathani	01089938	14/10/2020
8.	Mr. Kunal Bahl	01761033	14/10/2020
9.	Ms. Anjali Bansal	00207746	19/11/2020
10.	Mr. Puneet Dalmia	00022633	07/10/2021
11.	Mr. Anita George	00441131	10/02/2022
12.	Ms. Shikha Sharma	00043265	31/03/2022
13.	Mr. Rajiv Mehrishi	00208189	26/05/2022
14.	Mr. Gautam Doshi	00004612	31/10/2022

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000370108

Place: Mumbai
Date: May 24, 2023

ANNEXURE G

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Piramal Enterprises Limited

We have examined all the relevant records of Piramal Enterprises Limited (‘the Company’) for the purpose of certifying compliance of the conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) for the period from April 1, 2022 to March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000370121

Place: Mumbai
Date: May 24, 2023