GOVERNANCE

GOVERNING WITH PURPOSE

Our commitment to strong corporate governance is central to how we protect and grow stakeholder value. At Sona Comstar, business integrity is operationalised through rigorous compliance management, uncompromising data privacy standards, and effective risk-mitigation strategies. We do not view governance merely as a regulatory requirement, but as a foundation for transparency, accountability, and ethical conduct. By anchoring our leadership in these principles, we safeguard our reputation and build long-term trust with our business partners and shareholders.

KEY HIGHLIGHTS FY 2025-26

6 out of 9
Directors are Independent Directors

4 out of 5
Statutory Committees are chaired by Independent Director

67%
Independent Directors

33%
Women Independent Directors

92%
Board meeting attendance

95%
Board Committee's meeting attendance

GOVERNANCE GOALS ALIGNED WITH THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS (SDGS)

- Sensitising the employees of the Company by conducting regular and periodic training and awareness sessions
  - On ethical issues including prevention of Conflict of Interest, Anti-Bribery and Corruption, Anti-Money Laundering, Anti-Trust Issues, Prevention of Insider Trading and Sexual Harassment
  - For the promotion of Human Rights, Diversity & Inclusion, Fair Labour Practices, Freedom to Associate & Collective Bargaining, Data Privacy and other Corporate Social Responsibility issues
  - Encouraging the Company's supply chain partners to promote Human Rights and the ethical issues mentioned in points (a) and (b) above
- Developing a culture of compliance and ensuring adherence to all applicable laws and regulations within the organisation, while also encouraging the Company's supply chain partners to build a similar culture of compliance
- Implementing of data privacy framework across the group and conducting awareness sessions on data privacy compliance.
- Improving Corporate Governance practices by benchmarking against the best-governed companies

GOVERNANCE STRUCTURE

At Sona Comstar, governance is centred on strengthening standards of transparency, accountability and equitable management across both financial and non-financial performance metrics. We view corporate governance not merely as a matter of statutory compliance, but as an integral part of our decision-making processes, enabling us to uphold our values, manage risks effectively and deliver consistent long-term performance.

SHAREHOLDERS

↓

BOARD OF DIRECTORS

↓

MR. VIVEK VIKRAM SINGH
Managing Director and Group CEO

↓

MR. VIKRAM VERMA VADAPALLI
Whole Time Director & Chief Executive Officer – Driveline Business

MR. ROHIT NANDA
President and Group Chief Financial Officer

MR. SAT MOHAN GUPTA
Chief Executive Officer – Motor Business

MR. PRAVEEN CHAKRAPANI RAO
Group Chief Technology Officer

MR. PRATIK SACHAN
Head- Strategy and M&A

MR. AMIT MISHRA
Senior Vice President, Head of Railway Business and Group CSR Head

MR. AJAY PRATAP SINGH*
Senior Vice President-Group General Counsel, Company Secretary and Compliance Officer

* Mr. Ajay Pratap Singh, Senior Vice President - Group General Counsel, Company Secretary and Compliance Officer of the Company resigned effective from the close of business hours on 15th April, 2026. In the interim, the Board, based on the recommendation of the NRC Committee, appointed Ms. Suman Poddar as Company Secretary and Mr. Arjun Singh as Compliance Officer of the Company, both effective from 16th April 2026. Ms. Suman Poddar and Mr. Arjun Singh resigned effective from 16th June, 2026.

The Board in its meeting held on 16th June, 2026, based on the recommendation of NRC appointed Mr. Pankaj Gupta as Senior Vice President (Legal), Company Secretary and Compliance Officer of the Company effective from 17th June, 2026.

GOVERNANCE

BOARD SKILLS

Name of Directors	Strategic Thinking, Planning and Management	Entrepreneurial and Leadership skills	Accounting, Legal and Financial Management expertise	Global Exposure	Automotive Technology	Regulatory Compliance and Stakeholder Management	Information Technology/ Cyber Security	Corporate Governance, Sustainability, and ESG	Risk Management
Mr. Jeffrey Mark Overly	√	√	√	√	√	√	√	√	√
Mr. Vivek Vikram Singh	√	√	√	√	√	√	√	√	√
Mr. Vikram Verma Vadapalli	√	√	√	√	√	√	-	√	√
Mrs. Priya Sachdev Kapur	√	√	√	√	-	√	-	-	-
Mrs. Shradha Suri	√	√	√	√	√	√	√	√	√
Mrs. Manisha Girotra	√	√	√	√	√	√	√	√	√
Mr. Pradip Manilal Kanakia	√	√	√	√	-	√	√	√	√
Mr. Karamendra Daulet-Singh	√	√	√	√	√	√	√	√	√
Mr. Vineet Mittal	√	√	√	√	-	√	√	√	√

BOARD COMMITTEES AND MEETING ATTENDANCE

Audit Committee
7 100

Nomination and Remuneration Committee
5 80

Corporate Social Responsibility Committee
4 88

Stakeholders Relationship Committee
4 100

Board of Directors

Risk Management Committee
2 100

Environment, Social and Governance Committee
1 100

Capex Committee
3 100

Meetings held
Attendance rate (%)

ETHICAL POLICIES AND GOVERNANCE FRAMEWORK

To enhance transparency and accountability, Sona Comstar has established a rigorously monitored Whistleblower Mechanism alongside a comprehensive Code of Conduct for Vendors, extending our ethical policy framework across all value chain partners. We ensure adherence to these standards through regular, mandatory training sessions led by internationally reputed law firms and legal counsels, covering critical compliance mandates such as Anti-Bribery and Corruption, Anti-Money Laundering, Anti-Trust, and Trade Sanctions. This educational framework is further supported by mandatory e-modules training for employees, focusing on the Code of Conduct, Prevention of Sexual Harassment (POSH), Prohibition of Insider Trading, Competition Law, and Health & Safety. Demonstrating our structural adaptability, we have successfully replicated this robust ethical and compliance framework within our newly acquired Railway Business, prioritising localised awareness sessions to embed a cohesive, regulatory-compliant culture across our entire expanded operations.

- **Anti-Bribery and Corruption Policy**
- **Data Protection and Privacy Policy**
- **Whistle Blower Policy**
- **Policy on Prevention of Sexual Harassment at Workplace**
- **Health and Safety Policy**
- **Code of Conduct and Business Ethics**
- **Code of Conduct for Prohibition of Insider Trading**
- **Fair Work Practices Guidelines**

MANDATORY ASSESSMENT TEST

Passing Score 80%

CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT

Our corporate governance framework is anchored by a strict Code of Conduct for the Board and Senior Management that champions ethical governance and responsible stewardship. The Code requires our Directors and Senior Management to safeguard stakeholder interests and adhere to all regulatory mandates in both letter and spirit. Through clear operational principles, it ensures that our business affairs are conducted with complete fairness, transparency, and accountability, cementing trust at the highest levels of our organisation. The Code of Conduct has been designed to:

- Enhance the governance standards
- Serve the interests of all stakeholders
- Instil pride in association with the Company

DATA GOVERNANCE AND COMPLIANCE

Backed by global ISO 27001 certification, our enterprise-wide Cybersecurity and Data Protection Framework guarantee elite defence systems across all business locations. We treat the Personal Sensitive Information (PSI) of our workforce, leadership, and supply chain with maximum confidentiality. Furthermore, our privacy protocols are rigorously updated to meet the stringent compliance demands of the DPDP Act 2023 and GDPR, establishing a uniform culture of data integrity and digital trust across our entire corporate network.

SUCCESSION PLANNING AND CONTINUITY

We recognise that robust succession planning for Board members and Senior Management is critical to building a resilient future for the business. The Nomination and Remuneration Committee (NRC) plays a pivotal role in identifying future leaders, dedicating substantial time to working alongside the Managing Director & Group CEO on talent pipelines. This collaborative planning process ensures that our leadership continuity strategy is directly aligned with the long-term operational needs and overarching vision of the Company.

GOVERNANCE

BOARD OF DIRECTORS

As on 31st March 2026, the Board comprises of nine (9) directors, including six (6) independent directors out of which two (2) women independent directors, two (2) executive directors, and one (1) woman non-executive and non-independent director.

The Board comprises a diverse mix of experience, perspectives, skill sets, gender, industry backgrounds, and domain expertise, enabling constructive discussions and well-informed, effective decision-making.

Jeffrey Mark Overly
Chairperson and Independent Director
5 6 7 1 2 4

Vivek Vikram Singh
Managing Director & Group CEO
4 5 6 7 8

Vikram Verma Vadapalli
Whole Time Director and CEO of Driveline Business
7

Shradha Suri
Independent Director
2 3

Manisha Girotra
Independent Director
2 3 5 8

Pradip Manilal Kanakia
Independent Director
1 3

Karamendra Daulet Singh
Independent Director
2 4 1

Vineet Mittal
Independent Director
6

Priya Sachdev Kapur®
Non-Executive Director
3 6

Board Committees

1 Audit
2 Nomination and Remuneration
3 Corporate Social Responsibility
4 Stakeholders Relationship
5 Risk Management
6 Environment Social and Governance
7 Capex
8 Merger and Acquisition (M&A)

● Chairperson
● Member

All of the above Committees' positions are as on 31st March, 2026

GOVERNANCE

OUR MANAGEMENT

Vivek Vikram Singh
Managing Director & Group CEO

Sat Mohan Gupta
CEO, Motor Business

Vikram Verma Vadapalli
Whole Time Director and CEO of Driveline Business

Praveen Chakrapani Rao
Group CTO

Rohit Nanda
President and Group CFO