

Corporate Governance : Quarter ending : March 2021

Quarter Ending : March 2021

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	RAJAN PILLAI	Non-Executive - Independent Director	12 Aug 2016	25 Sep 2019	-	19.00	1	5	2
Mr	SAILESH PETHE	Non-Executive - Independent Director	12 Aug 2016	25 Sep 2019	-	19.00	1	3	1
Mr	VIVEK HEBBAR	Non-Executive - Non Independent Director, Chairperson	02 Jul 2007	29 Sep 2020	-	6.00	1	5	0
Mr	LEENA V	Non-Executive - Independent Director	23 Sep 2017	27 Sep 2019	-	19.00	1	4	2
Mrs	RAJALAKSHMI R SUBRAMANIAN	Executive Director	25 Aug 2020	-	-	7.00	1	2	0

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Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
RAJAN PILLAI	Non-Executive - Independent Director,Chairperson	01-04-2020	-
VIVEK HEBBAR	Non-Executive - Non Independent Director,Member	01-04-2020	-
LEENA V	Non-Executive - Independent Director,Member	01-04-2020	-
Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
	Non-Executive - Independent	01-04-2020	-

RAJAN PILLAI	Director,Chairperson		
VIVEK HEBBAR	Non-Executive - Non Independent Director,Member	01-04-2020	-
LEENA V	Non-Executive - Independent Director,Member	01-04-2020	-

Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
SAILESH PETHE	Non-Executive - Independent Director,Chairperson	01-04-2020	-
RAJAN PILLAI	Non-Executive - Independent Director,Member	01-04-2020	-
VIVEK HEBBAR	Non-Executive - Non Independent Director,Member	01-04-2020	-

Risk Management Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
LEENA V	Non-Executive - Independent Director,Chairperson	01-04-2020	-
SAILESH PETHE	Non-Executive - Independent Director,Member	01-04-2020	-

RAJAN PILLAI	Non-Executive - Independent Director,Member	01-04-2020	-
VIVEK HEBBAR	Non-Executive - Non Independent Director,Member	01-04-2020	-
RAJALAKSHMI R SUBRAMANIAN	Executive Director,Member	29-09-2020	-

Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
LEENA V	Non-Executive - Independent Director,Chairperson	01-04-2020	-
SAILESH PETHE	Non-Executive - Independent Director,Member	01-04-2020	-
RAJAN PILLAI	Non-Executive - Independent Director,Member	01-04-2020	-
VIVEK HEBBAR	Non-Executive - Non Independent Director,Member	01-04-2020	-
RAJALAKSHMI R SUBRAMANIAN	Executive Director,Member	29-09-2020	-

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Meeting Of Board Of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
22 Dec 2020	-	0
-	13 Feb 2021	52
-	18 Mar 2021	32

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Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes,	09 Nov 2020	0
Audit Committee	08 Feb 2021	Yes,	-	90
Nomination and remuneration committee	-	Yes,	09 Nov 2020	0
Nomination and remuneration committee	08 Feb 2021	Yes,	-	0
Stakeholders Relationship	-	Yes,	09 Nov 2020	0

Committee				
Stakeholders Relationship Committee	08 Feb 2021	Yes,	-	0
Risk Management Committee	08 Feb 2021	Yes,	-	0
Corporate Social Responsibility Committee	08 Feb 2021	Yes,	-	0

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Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	NA	

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Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5.This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

Signatory Details

Name of signatory	G A AARTI
Designation of person	Compliance Officer

Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance
Details of business	Yes	-
Terms and conditions of appointment of independent directors	Yes	-
Composition of various committees of board of directors	Yes	-
Code of conduct of board of directors and senior management personnel	Yes	-
Details of establishment of vigil mechanism or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	NA	-
Policy for determining material subsidiaries	NA	-
Details of familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes	-

investor grievances		
Email address for grievance redressal and other relevant details	Yes	-
Financial results	Yes	-
Shareholding pattern	Yes	-
Details of agreements entered into with the media companies and/or their associates	Yes	-
New name and the old name of the listed entity	Yes	-
Criteria of making payments to non-executive directors	Yes	-

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Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is “No” details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-

2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	NA	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Disclosure of shareholding by non-executive directors	-	Yes	-
19	Policy for related party transaction	23(1),(5),(6),(7) & (8)	NA	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	NA	-

21	Approval for material related party transactions	23(4)	NA	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
24	Maximum directorship and tenure	25(1) & (2)	Yes	-
25	Meeting of independent directors	25(3) & (4)	Yes	-
26	Familiarization of independent directors	25(7)	Yes	-
27	Memberships in committees	26(1)	Yes	-
28	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
29	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
30	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

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Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	NA

Signatory Details

Name of signatory	G A AARTI
Designation of person	Compliance Officer