## ANNEXURE I

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity **-** **%companyName%**
2. Quarter ending **- %quarterEnded%**
3. **Composition Of Board Of Director**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Title (Mr./Ms) | Name of the Director | DIN  | PAN | Category (Chairperson/Executive/Non- Executive/Independent/Nominee) | Sub Category | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure | Date of Birth | Whether special resolution passed? | Date of passing special resolution | No. of Directorship in listed entities including this listed entity | No of Independent Directorship in listed entities including this listed entity | No 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 | Membership in Committees of the Company | Remarks |
| Mr. | Rama Varma | 00031890 | AAUPH1582L | ED | MD | 29-Dec-2004 | 01-Aug-2017 | 31-Jul-2020 | 36 | 11-Jun-1949 | NA |  | 0 | 0 | 0 | 0 |  |  |
| Mr. | Rajaraja Varma Chemprol | 00031924 | ABXPC0861H | NED |  | 18-Apr-1978 | 01-Aug-2018 | 30-Sep-2023 | 60 | 12-Sep-1937 | Yes | 01-Aug-2018 | 1 | 0 | 2 | 0 | AC,SC |  |
| Mr. | Sushil Krishnan Nair | 06474901 | ABHPS1225R | ID |  | 01-Feb-2013 | 01-Oct-2018 | 30-Sep-2023 | 50 | 15-May-1952 | NA |  | 1 | 1 | 2 | 0 | AC,SC,NRC |  |
| Ms. | Nina Nayar | 02874239 | AFFPN1715H | ID |  | 11-Aug-2014 | 11-Aug-2019 | 10-Aug-2024 | 60 | 14-Jan-1966 | NA |  | 1 | 1 | 2 | 1 | AC,SC,NRC |  |
| Mr. | Adithya Varma | 02213375 | AEOPP0248R | NED |  | 17-Aug-2017 | 17-Aug-2017 | 31-Jul-2022 | 60 | 15-Apr-1971 | NA |  | 1 | 0 | 0 | 0 |  |  |
| Mr. | Mahadev Lakshminarayanan | 05003710 | ABEPL0013B | ID,C & NED |  | 01-May-2018 | 01-May-2018 | 30-Apr-2023 | 60 | 27-Jul-1951 | NA |  | 2 | 2 | 2 | 2 | AC |  |
| Mr. | Rajesh.S | 08093860 | AYBPS3628K | ED | CEO | 01-Jun-2019 | 01-Jun-2019 | 31-May-2022 | 36 | 21-May-1971 | NA |  | 1 | 0 | 0 | 0 |  |  |
| Mr. | Vijay Kunhianandan Nambiar | 08457639 | AACPN2110N | ID |  | 27-May-2019 | 27-May-2019 | 26-May-2024 | 60 | 14-Aug-1943 | Yes | 08-Aug-2019 | 1 | 1 | 1 | 0 | AC,NRC |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

1. **Composition of Committees**
2. **Audit Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Mahadev Lakshminarayanan | ID,C & NED | Chairperson | 28-May-2018 |  |
| 2 | Rajaraja Varma Chemprol | NED | Member | 01-Aug-2018 |  |
| 3 | Sushil Krishnan Nair | ID | Member | 11-Aug-2014 |  |
| 4 | Nina Nayar | ID | Member | 12-Aug-2015 |  |
| 5 | Vijay Kunhianandan Nambiar | ID | Member | 08-Aug-2019 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **Stakeholders Relationship** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Rajaraja Varma Chemprol | NED | Member | 01-Nov-2016 |  |
| 2 | Nina Nayar | ID | Chairperson | 12-Aug-2015 |  |
| 3 | Sushil Krishnan Nair | ID | Member | 06-Nov-2019 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **Risk Management** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed |  |

1. **Nomination and Remuneration** **Committee**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| *Sr. No.* | *Name of the Director* | *Category* | *Chairperson/Membership* | *Appointment Date* | *Cessation Date* |
| 1 | Sushil Krishnan Nair | ID | Member | 02-Nov-2017 |  |
| 2 | Nina Nayar | ID | Chairperson | 12-Aug-2015 |  |
| 3 | Vijay Kunhianandan Nambiar | ID | Member | 08-Aug-2019 |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Whether Permanent chairperson appointed | Yes |

1. **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** | **Whether requirement of Quorum met** | **Number of Directors present** | **Number of Independent Directors present** |
| 27-May-2020 | 13-Aug-2020 | Yes | 8 | 4 |
| 30-Jun-2020 |  | Yes | 8 | 4 |
|  |  |  |  |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Maximum gap between any two consecutive (in number of days) | 43 |

1. **Meeting of Committees**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Name of the Committee** | **Date(s) of meeting during of the committee in the previous quarter** | **Date(s) of meeting of the committee in the relevant quarter** | **Whether requirement of Quorum met (Yes/No)** | **Number of Directors present** | **Number of independent directors present** |
| Audit Committee | 30-Jun-2020 | 13-Aug-2020 | Yes | 5 | 4 |

|  |  |
| --- | --- |
| Company Remarks |  |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 43 |

1. **Related Party Transactions**

|  |  |  |
| --- | --- | --- |
| ***Subject*** | ***Compliance status (Yes/No/NA)*** | ***Remark*** |
| Whether prior approval of audit committee obtained | Yes |  |
| Whether shareholder approval obtained for material RPT | Not Applicable |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |  |

|  |  |
| --- | --- |
| Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions |  |

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
	1. Audit Committee - **Yes**
	2. Nomination & remuneration committee - **Yes**
	3. Stakeholders relationship committee - **Yes**
	4. Risk management committee (applicable to the top 100 listed entities) **- Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **- Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.**- Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **- Yes**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

|  |
| --- |
| **%affirmComments%** |

**Name : %affirmName%**

**Designation : %affirmDesignation%**

## ANNEXURE III

**Affirmations**

|  |  |  |  |
| --- | --- | --- | --- |
| ***Broad Heading*** | ***Regulation Number*** | ***Compliance Status*** | ***Company Remark*** |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |  |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |  |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |  |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes |  |
| Whether “Corporate Governance Report” disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |  |

Note:

|  |
| --- |
|  |

**Name : Neeraj R Varma**

**Designation : Company Secretary**