## 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-2020 | 31-Jul-2023 | 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 |  | 12-Sep-1937 | Yes | 01-Aug-2018 | 1 | 0 | 1 | 0 | AC,SC |  |
| Mr. | Sushil Krishnan Nair | 06474901 | ABHPS1225R | ID |  | 01-Feb-2013 | 01-Oct-2018 | 30-Sep-2023 | 50 | 15-May-1952 | Yes | 01-Aug-2018 | 1 | 1 | 3 | 1 | AC,SC,NRC |  |
| Ms. | Nina Nayar | 02874239 | AFFPN1715H | ID |  | 11-Aug-2014 | 11-Aug-2019 | 10-Aug-2024 | 60 | 14-Jan-1966 | Yes | 08-Aug-2019 | 1 | 1 | 1 | 0 | NRC |  |
| Mr. | Adithya Varma | 02213375 | AEOPP0248R | NED |  | 17-Aug-2017 | 17-Aug-2017 | 31-Jul-2022 | 60 | 15-Apr-1971 | NA |  | 1 | 0 | 1 | 0 | SC |  |
| Mr. | Mahadev Lakshminarayanan | 05003710 | ABEPL0013B | ID,C & NED |  | 01-May-2018 | 01-May-2018 | 30-Apr-2023 | 60 | 27-Jul-1951 | Yes | 01-Aug-2018 | 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 |  |
| Mr. | Krishnaswamy Srinivasan | 00088424 | ACOPS5860Q | ID |  | 01-Oct-2020 | 01-Oct-2020 | 30-Sep-2021 | 12 | 22-Aug-1957 | NA |  | 0 | 1 | 0 | 0 |  |  |

|  |  |
| --- | --- |
| 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 | Sushil Krishnan Nair | ID | Member | 11-Aug-2014 |  |
| 3 | Vijay Kunhianandan Nambiar | ID | Member | 08-Aug-2019 |  |
| 4 | Rajaraja Varma Chemprol | NED | Member | 01-Aug-2018 |  |

|  |  |
| --- | --- |
| 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 | Sushil Krishnan Nair | ID | Chairperson | 06-Nov-2019 |  |
| 2 | Adithya Varma | NED | Member | 11-Nov-2020 |  |
| 3 | Rajaraja Varma Chemprol | NED | Member | 01-Nov-2016 |  |

|  |  |
| --- | --- |
| 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** |
| 11-Nov-2020 | 08-Feb-2021 | Yes | 9 | 5 |
|  | 22-Mar-2021 | Yes | 9 | 5 |
|  |  |  |  |  |

|  |  |
| --- | --- |
| Company Remarks |  |
| Maximum gap between any two consecutive (in number of days) | 88 |

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 | 11-Nov-2020 | 08-Feb-2021 | Yes | 5 | 4 |
| Stakeholders Relationship Committee |  | 22-Mar-2021 | Yes | 3 | 1 |

|  |  |
| --- | --- |
| Company Remarks |  |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 88 |

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 II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| **I. Disclosure on website in terms of Listing Regulations** | | | | | | |
| ***Item*** | ***Compliance status (Yes/No/NA)*** | | Company Remark | | Website | |
| **As per regulation 46(2) of the LODR:** |  | |  | |  | |
| Details of business | Yes | |  | | www.aspinwall.in | |
| Terms and conditions of appointment of independent directors | Yes | |  | | www.aspinwall.in | |
| Composition of various committees of board of directors | Yes | |  | | www.aspinwall.in | |
| Code of conduct of board of directors and senior management personnel | Yes | |  | | www.aspinwall.in | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |  | | www.aspinwall.in | |
| Criteria of making payments to non-executive directors | Yes | |  | | www.aspinwall.in | |
| Policy on dealing with related party transactions | Yes | |  | | www.aspinwall.in | |
| Policy for determining ‘material’ subsidiaries | Yes | |  | | www.aspinwall.in | |
| Details of familiarization programs imparted to independent directors | Yes | |  | | www.aspinwall.in | |
| Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances | Yes | |  | | www.aspinwall.in | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details | Yes | |  | | www.aspinwall.in | |
| Financial results | Yes | |  | | www.aspinwall.in | |
| Shareholding pattern | Yes | |  | | www.aspinwall.in | |
| Details of agreements entered into with the media companies and/or their associates | Yes | |  | | www.aspinwall.in | |
| Schedule of analyst or institutional investor meet and presentations madeby the listed entity to analysts or institutional investors simultaneously withsubmission to stock exchange | Yes | |  | | www.aspinwall.in | |
| New name and the old name of the listed entity | Not Applicable | |  | |  | |
| Advertisements as per regulation 47 (1) | Yes | |  | | www.aspinwall.in | |
| Credit rating or revision in credit rating obtained by the entity for all itsoutstanding instruments obtained | Yes | |  | | www.aspinwall.in | |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | |  | | www.aspinwall.in | |
| **As per other regulations of the LODR:** |  | |  | |  | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | |  | | www.aspinwall.in | |
| Materiality Policy as per Regulation 30 | Yes | |  | | www.aspinwall.in | |
| Dividend Distribution policy as per Regulation 43A (as applicable) | Not Applicable | |  | |  | |
| It is certified that these contents on the website of the listed entity are correct. | Yes | |  | |  | |
| **II Annual Affirmations** | | | | | | |
| ***Particulars*** | | ***Regulation Number*** | | ***Compliance status (Yes/No/NA)*** | | Company Remark |
| *Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’* | | *16(1)(b) & 25(6)* | | Yes | |  |
| *Board composition* | | *17(1), 17(1A) & 17(1B)* | | Yes | |  |
| *Meeting of Board of directors* | | *17(2)* | | Yes | |  |
| *Quorum of Board meeting* | | *17(2A)* | | Yes | |  |
| *Review of Compliance Reports* | | *17(3)* | | Yes | |  |
| *Plans for orderly succession for appointments* | | *17(4)* | | Yes | |  |
| *Code of Conduct* | | *17(5)* | | Yes | |  |
| *Fees/compensation* | | *17(6)* | | Yes | |  |
| *Minimum Information* | | *17(7)* | | Yes | |  |
| *Compliance Certificate* | | *17(8)* | | Yes | |  |
| *Risk Assessment & Management* | | *17(9)* | | Yes | |  |
| *Performance Evaluation of Independent Directors* | | *17(10)* | | Yes | |  |
| *Recommendation of Board* | | *17(11)* | | Yes | |  |
| *Maximum number of directorship* | | *17A* | | Yes | |  |
| *Composition of Audit Committee* | | *18(1)* | | Yes | |  |
| *Meeting of Audit Committee* | | *18(2)* | | Yes | |  |
| *Composition of nomination & remuneration committee* | | *19(1) & (2)* | | Yes | |  |
| *Quorum of Nomination and Remuneration Committee meeting* | | *19(2A)* | | Yes | |  |
| *Meeting of nomination & remuneration committee* | | *19(3A)* | | Yes | |  |
| *Composition of Stakeholder Relationship Committee* | | *20(1), 20(2) and 20(2A)* | | Yes | |  |
| *Meeting of stakeholder relationship committee* | | *20(3A)* | | Yes | |  |
| *Composition and role of risk management committee* | | *21(1),(2),(3),(4)* | | Yes | |  |
| *Meeting of Risk Management Committee* | | *22* | | Yes | |  |
| *Vigil Mechanism* | | *22* | | Yes | |  |
| *Policy for related party Transaction* | | *23(1),(1A),(5),(6),(7) & (8)* | | Yes | |  |
| *Prior or Omnibus approval of Audit Committee for all related party transactions* | | *23(2), (3)* | | Yes | |  |
| *Approval for material related party transactions* | | *23(4)* | | Not Applicable | |  |
| *Disclosure of related party transactions on consolidated basis* | | *23(9)* | | Yes | |  |
| *Composition of Board of Directors of unlisted material Subsidiary* | | *24(1)* | | Not Applicable | |  |
| *Other Corporate Governance requirements with respect to subsidiary of listed entity* | | *24(2),(3),(4),(5) & (6)* | | Yes | |  |
| *Annual Secretarial Compliance Report* | | *24(A)* | | Yes | |  |
| *Alternate Director to Independent Director* | | *25(1)* | | Not Applicable | |  |
| *Maximum Tenure* | | *25(2)* | | Yes | |  |
| *Meeting of independent directors* | | *25(3) & (4)* | | Yes | |  |
| *Familiarization of independent directors* | | *25(7)* | | Yes | |  |
| *Declaration from Independent Director* | | *25(8) & (9)* | | Yes | |  |
| *D & O Insurance for Independent Directors* | | *25(10)* | | Yes | |  |
| *Memberships in Committees* | | *26(1)* | | Yes | |  |
| *Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel* | | *26(3)* | | Yes | |  |
| *Disclosure of Shareholding by Non- Executive Directors* | | *26(4)* | | Yes | |  |
| *Policy with respect to Obligations of directors and senior management* | | *26(2) & 26(5)* | | Yes | |  |

|  |  |
| --- | --- |
| **Other Information** |  |

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **- Yes**

|  |  |
| --- | --- |
| **Other Information** |  |

**Name : Neeraj R Varma**

**Designation : Company Secretary & Compliance Officer**