

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31.03.2022

Quarter Ending :March 2022

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	JAYAKAR KRISHNAMURTHY	Executive Director,Chairperson,MD	17 Feb 1999	01 Sep 2021	-	-	1	2	0
Mr	RAM RAMAMURTHY	Executive Director	30 Aug 2014	04 Sep 2020	-	-	1	1	0
Mr	S. BALASUBRAMANIAN	Non-Executive - Independent Director	21 May 2018	21 May 2018	-	14.00	5	5	3
Mr	I.V.RAO	Non-Executive - Independent Director	13 Aug 2021	13 Aug 2021	-	28.00	1	1	0
Ms	LAKSHMINARAYAN PRIYADARSHINI	Non-Executive - Independent Director	07 Dec 2020	07 Dec 2020	-	8.00	1	1	0
Ms	REKHA RAGHUNATHAN	Executive Director	25 Mar 2015	31 Dec 2020	08 Feb 2022	-	1	0	0

Annexure 1  
Composition Of Committee

**Audit Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
S. BALASUBRAMANIAN	Non-Executive - Independent Director,Chairperson	09-02-2019	-
I.V.RAO	Non-Executive - Independent Director,Member	13-08-2021	-
LAKSHMINARAYAN PRIYADARSHINI	Non-Executive - Independent Director,Member	13-08-2021	-
JAYAKAR KRISHNAMURTHY	Executive Director,Member	01-09-2021	-

**Nomination and remuneration committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
I.V.RAO	Non-Executive - Independent Director,Chairperson	13-08-2021	-
S. BALASUBRAMANIAN	Non-Executive - Independent Director,Member	09-02-2019	-
LAKSHMINARAYAN PRIYADARSHINI	Non-Executive - Independent Director,Member	13-08-2021	-

**Stakeholders Relationship Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
S. BALASUBRAMANIAN	Non-Executive - Independent Director,Chairperson	09-02-2019	-
JAYAKAR KRISHNAMURTHY	Executive Director,Member	01-09-2021	-
RAM RAMAMURTHY	Executive Director,Member	04-09-2020	-

**Corporate Social Responsibility Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
S. BALASUBRAMANIAN	Non-Executive - Independent Director,Chairperson	09-02-2019	-
JAYAKAR KRISHNAMURTHY	Executive Director,Member	01-09-2021	-
RAM RAMAMURTHY	Executive Director,Member	04-09-2020	-

## Annexure 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	Maximum gap between any two consecutive meeting (in number of days)
11 Nov 2021	-	0
-	11 Feb 2022	91

## Annexure 1

## 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,	11 Nov 2021	0
Audit Committee	10 Feb 2022	Yes,	-	90
Nomination and remuneration committee	-	Yes,	19 Oct 2021	0
Nomination and remuneration committee	10 Feb 2022	Yes,	-	0
Stakeholders Relationship Committee	10 Feb 2022	Yes,	-	0

## Annexure 1

## Related Party Transactions

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

## Annexure 1

## 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	S. NARAYAN
Designation of person	Company Secretary and 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	Yes	-
Policy for determining material subsidiaries	Yes	-
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 investor grievances	Yes	-
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	NA	-
New name and the old name of the listed entity	NA	-
Criteria of making payments to non-executive directors	Yes	-

## Annexure 2

## 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)	No	Till 8th February 2022 the Board composition was adequate with Six Directors and as one of the Director has resigned the Board Composition reduced to five Directors as of 31st March 2022 and the Company is in the process of identifying a new Director.
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)	Yes	-

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)	NA	-
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)	Yes	-
20	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-



21	Approval for material related party transactions	23(4)	Yes	-
22	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
23	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	-
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	-

Annexure 2

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	Yes

Signatory Details

Name of signatory	S. NARAYAN
Designation of person	Company Secretary and Compliance Officer

## Annexure 3

Broad heading	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance
no record found			
Name of signatory	S. NARAYAN		
Designation of person	Company Secretary and Compliance Officer		

Annexure 4  
Additional Half Yearly Disclosure

## I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

## II. Affirmations:

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	
Designation	