

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDING 31-12-2023

Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [With reference to proviso to regulation 17A (1) & 17A(2)]	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
Mr.	SAMBHUPRASAD SIVALENKA	01-Apr-2009	01-Apr-2019			1	0	1	0	AC,RC
Mr.	GOVINDAN RAGHAVAN	21-Sep-2023				1	0	0	0	RMC
Mr.	RAJA VENKATARAMAN	27-May-2021	27-May-2021		31	2	2	3	3	AC,RC
Mr.	S MURALIDHARAN	29-Jun-2021	29-Jun-2021		30	1	1	2	1	AC,SC,RC, NRC
Ms.	MEENA LOCHANI RAGHUNATHAN	12-Aug-2022	12-Aug-2022		17	1	1	1	0	SC,NRC
Ms.	RAMAA P ARIKIREVULA	30-Jun-2023				1	0	1	0	SC,NRC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

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i. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	RAJA VENKATARAMAN	ID	Chairperson	29-Jun-2021	
2	SAMBHUPRASAD SIVALENKA	C & ED	Member	29-Jun-2021	
3	S MURALIDHARAN	ID	Member	29-Jun-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	S MURALIDHARAN	ID	Chairperson	30-Jun-2023	
2	MEENA LOCHANI RAGHUNATHAN	ID	Member	30-Jun-2023	
3	RAMAA P ARIKIREVULA	NED	Member	30-Jun-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	SAMBHUPRASAD SIVALENKA	C & ED	Chairperson	12-Aug-2022	
2	GOVINDAN RAGHAVAN	NED	Member	12-Aug-2022	
3	RAJA VENKATARAMAN	ID	Member	12-Aug-2022	
4	S MURALIDHARAN	ID	Member	12-Aug-2022	
5	N SWAMINATHAN	Chief Financial Officer	Member	12-Aug-2022	
6	S JEYAKANTH	Chief Operating Officer	Member	12-Aug-2022	

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Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	S MURALIDHARAN	ID	Chairperson	30-Jun-2023	
2	RAMAA P ARIKIREVULA	NED	Member	30-Jun-2023	
3	MEENA LOCHANI RAGHUNATHAN	ID	Member	25-Sep-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

ii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
02-Aug-2023	Yes	6	6	4
10-Nov-2023	Yes	6	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	99

iii. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	02-Aug-2023	Yes	4	4	3	0
Audit Committee	10-Nov-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	09-Nov-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	01-Aug-2023	Yes	3	3	2	0
Nomination & Remuneration Committee	09-Nov-2023	Yes	3	3	2	0
Risk Management Committee	02-Aug-2023	Yes	4	4	3	2

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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	99

iv. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
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	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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v. **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
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
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:

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Details of cyber security incidence

1. Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
2. Date of the Event	
3. Brief details of the event	

Name : **M SRINIVASAN**
Designation : **Company Secretary & Compliance Officer**