

Quarter Ending :Mar-2020

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	V.M.LAKSHMINARAYANAN	Executive Director,Chairperson,MD	01 Dec 2011	01 Dec 2019	-	60.00	1	1	0
Mr	V.M.BALASUBRAMANIAM	Executive Director,MD	01 Aug 2014	01 Aug 2019	-	60.00	1	0	0
Mr	V.M.SESHADRI	Executive Director,MD	01 Jun 2011	01 Jun 2017	-	60.00	1	0	0
Mr	V.M.GANGADHARAM	Executive Director	01 Oct 1994	01 Oct 2016	-	60.00	1	1	0
Mr	V.M.KUMARESAN	Executive Director	01 Jun 2007	01 Jun 2016	-	60.00	1	0	0
Mr	K.GANESAN	Non-Executive - Independent Director	30 Jan 1999	01 Aug 2019	-	60.00	1	3	3
Mr	M.PADMANABHAN	Non-Executive - Independent Director	30 Jan 1999	01 Aug 2019	-	60.00	2	6	1
Mr	A.BALASUBRAMANIAN	Non-Executive - Independent Director	14 Nov 2011	01 Aug 2019	-	60.00	2	3	1
Mr	G.S.SAMUEL	Non-Executive - Independent Director	11 May 2012	01 Aug 2019	-	60.00	2	2	0
Mr	T.R.SRIIVASAN	Non-Executive - Independent Director	01 Jun 2013	01 Aug 2019	-	60.00	1	0	0
Mrs	MAHESHWARI MOHAN	Non-Executive - Independent Director	21 Aug 2015	-	-	60.00	1	0	0

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Composition Of Committee

Audit Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
K.GANESAN	Non-Executive - Independent Director,Chairperson	01-08-2014	-
V.M.LAKSHMINARAYANAN	Executive Director,Member	01-12-2014	-
M.PADMANABHAN	Non-Executive - Independent Director,Member	01-08-2014	-
A.BALASUBRAMANIAN	Non-Executive - Independent Director,Member	01-08-2014	-

Nomination and remuneration committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
K.GANESAN	Non-Executive - Independent Director,Chairperson	01-08-2014	-
M.PADMANABHAN	Non-Executive - Independent Director,Member	01-08-2014	-
A.BALASUBRAMANIAN	Non-Executive - Independent Director,Member	01-08-2014	-

Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
K.GANESAN	Non-Executive - Independent Director,Chairperson	01-08-2014	-
M.PADMANABHAN	Non-Executive - Independent Director,Member	01-08-2014	-
V.M.GANGADHARAM	Executive Director,Member	02-04-2019	-

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
T.R.SRIIVASAN	Non-Executive - Independent Director,Chairperson	01-08-2014	-
V.M.LAKSHMINARAYANAN	Executive Director,Member	01-08-2014	-
G.S.SAMUEL	Non-Executive - Independent Director,Member	01-12-2014	-

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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)
30 Oct 2019	-	0
01 Nov 2019	-	1
-	31 Jan 2020	90

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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,	31 Oct 2019	0
Audit Committee	-	Yes,	28 Nov 2019	27
Audit Committee	31 Jan 2020	Yes,	-	63
Audit Committee	26 Feb 2020	Yes,	-	25

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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	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

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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	K.S.RAMAKRISHNAN
Designation of person	Company Secretary and Compliance Officer

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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)	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)	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)	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	-