

CORPORATE GOVERNANCE REPORT – 31ST 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 Directors 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 |
|-------|----------------------|---|-----------------------------|--|-------------------|--------------------------------|---|---|--|
| Dr | PRATHAP C REDDY | Executive Director, Chairpersons on related to Promoter | 05 Dec 1979 | 25 Jul 2017 | - | - | 2 | 0 | 0 |
| Mr s | PREETHA REDDY | Executive Director | 03 Feb 1989 | 03 Feb 2021 | - | - | 2 | 2 | 0 |
| Mr s | SUNEETA REDDY | Executive Director, MD | 01 May 2000 | 03 Feb 2021 | - | - | 3 | 3 | 0 |
| Mr s | SHOBANA KAMINENI | Executive Director | 01 Feb 2010 | 01 Feb 2020 | - | - | 1 | 0 | 0 |
| Mr s | SANGITA REDDY | Executive Director | 31 Jul 2000 | 03 Feb 2021 | - | - | 2 | 2 | 0 |
| Mr | VINAYAK CHATTERJEE | Non-Executive - Independent Director | 02 Jul 2014 | 01 Apr 2019 | - | 93 | 4 | 2 | 0 |
| Mr | MURALI DORAISWAMY | Non-Executive - Independent Director | 27 Sep 2018 | 27 Sep 2018 | - | 42 | 1 | 0 | 0 |
| Mr | MBN RAO | Non-Executive - Independent Director | 09 Feb 2019 | 09 Feb 2019 | - | 37 | 4 | 4 | 2 |
| Mr s | V KAVITHA DUTT | Non-Executive - Independent Director | 09 Feb 2019 | 09 Feb 2019 | - | 37 | 4 | 3 | 1 |
| Mr | SOM MITTAL | Non-Executive - Independent Director | 21 Jul 2021 | 21 Jul 2021 | - | 8 | 2 | 0 | 2 |
| Ms | RAMA BIJAPURKAR | Non-Executive - Independent Director | 12 Nov 2021 | 12 Nov 2021 | - | 4 | 6 | 3 | 3 |

Composition of Committee

| Audit Committee | | | |
|----------------------------------|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date of Appointment | Date of Cessation |
| MBN RAO | Non-Executive – Independent Director, Chairperson | 09-02-2019 | - |
| V KAVITHA DUTT | Non-Executive – Independent Director, Member | 01-04-2019 | - |
| VINAYAK CHATTERJEE | Non-Executive – Independent Director, Member | 21-07-2021 | |

| Nomination and remuneration committee | | | |
|--|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date of Appointment | Date of Cessation |
| VINAYAK CHATTERJEE | Non-Executive – Independent Director, Chairperson | 06-09-2018 | - |
| MBN RAO | Non-Executive – Independent Director, Member | 01-04-2019 | - |
| MURALI DORAISWAMY | Non-Executive – Independent Director, Member | 30-05-2019 | - |

| Stakeholders Relationship Committee | | | |
|--|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date of Appointment | Date of Cessation |
| V KAVITHA DUTT | Non-Executive – Independent Director, Member | 01-04-2019 | - |
| PREETHA REDDY | Executive Director, Member | 03-03-2001 | - |
| SUNEETA REDDY | Executive Director, Member | 03-03-2001 | - |

| Risk Management Committee | | | |
|----------------------------------|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date of Appointment | Date of Cessation |
| SUNEETA REDDY | Executive Director, Chairperson | 31-03-2015 | - |
| PREETHA REDDY | Executive Director, Member | 31-03-2015 | - |
| VINAYAK CHATTERJEE | Non-Executive – Independent Director, Member | 31-03-2015 | - |
| DR K HARIPRASAD | Member, Member | 31-03-2015 | - |
| DR SATYABHAMA | Member, Member | 31-03-2015 | - |

| Corporate Social Responsibility Committee | | | |
|--|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date of Appointment | Date of Cessation |
| PRATHAP C REDDY | Executive Director, Chairperson | 12-08-2014 | - |
| PREETHA REDDY | Executive Director, Member | 12-08-2014 | - |
| SANGITA REDDY | Executive Director, Member | 13-11-2017 | - |
| SUNEETA REDDY | Executive Director, Member | 12-11-2021 | - |
| MBN RAO | Non-Executive – Independent Director, Member | 01-04-2019 | - |
| MURALI DORAISWAMY | Non-Executive – Independent Director, Member | 01-04-2019 | - |

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) |
|---|---|---|
| 12 th November 2021 | - | 0 |
| - | 28 th January 2022 | 76 |
| | 11 th February 2022 | 13 |
| | 25 th March 2022 | 41 |

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 |
| Audit Committee | 25 Mar 22 | Yes, | - | 42 |
| Stakeholders Relationship Committee | - | Yes, | 08 Oct 2021 | 42 |
| Stakeholders Relationship Committee | 10 Jan 2022 | Yes, | - | - |
| Nomination and remuneration committee | | Yes, | 11 Nov 2021 | - |
| Nomination and remuneration committee | 30 Mar 2022 | Yes, | - | - |
| Risk Management Committee | 10 Feb 2022 | Yes, | - | - |
| Investment Committee | 07 Mar 2022 | Yes | | |

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 | - |

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 | Yes |
| 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 |
| This report and/or the report submitted in the previous quarter has been placed before board of directors | Yes |

Signatory Details

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|-----------------------|--|
| Name of signatory | SM KRISHNAN |
| 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 | - |

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) | 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) | Yes | - |
| 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) | 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 | - |

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 | SM KRISHNAN |
| Designation of person | Company Secretary and Compliance Officer |

