

**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDING 30-06-2024**

**Composition of Board of Directors**

| <b>Title (Mr./ Ms)</b> | <b>Name of the Director</b> | <b>Initial Date of Appointment</b> | <b>Date of Appointment</b> | <b>Date of cessation</b> | <b>Tenure</b> | <b>No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]</b> | <b>No of Independent Directorship in listed entities including this listed entity [With reference to proviso to regulation 17A (1) &amp; 17A(2)]</b> | <b>No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b> | <b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b> | <b>Membership in Committees of the Company</b> |
|------------------------|-----------------------------|------------------------------------|----------------------------|--------------------------|---------------|---|--|---|---|--|
| Mr.                    | SAMBHUPRASAD SIVALENKA      | 01-Apr-2009                        | 01-Apr-2024                |                          |               | 1   | 0  | 1   | 0   | AC,RMC, CSR                                    |
| Mr.                    | GOVINDAN RAGHAVAN           | 21-Sep-2023                        | 21-Sep-2023                |                          |               | 1   | 0  | 0   | 0   | RMC  |
| Mr.                    | RAJA VENKATARAMAN           | 27-May-2021                        | 27-May-2021                |                          | 31            | 2   | 2  | 3   | 3   | AC,RMC, CSR                                    |
| Mr.                    | S MURALIDHARAN              | 29-Jun-2021                        | 29-Jun-2021                |                          | 30            | 1   | 1  | 2   | 1   | AC,SC,RMC, NRC, CSR                            |
| Ms.                    | MEENA LOCHANI RAGHUNATHAN   | 12-Aug-2022                        | 12-Aug-2022                |                          | 17            | 1   | 1  | 1   | 0   | SC,NRC, CSR                                    |
| Ms.                    | RAMAA P ARIKIREVULA         | 30-Jun-2023                        | 30-Jun-2023                |                          |               | 1   | 0  | 1   | 0   | SC,NRC, CSR                                    |

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

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDING 30-06-2024

### i. Composition of Committees

#### a. Audit Committee

| <b>Sr. No.</b> | <b>Name of Committee members</b> | <b>Category</b> | <b>Chairperson/Member</b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 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

| <b>Sr. No.</b> | <b>Name of Committee members</b> | <b>Category</b> | <b>Chairperson/Member</b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 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

| <b>Sr. No.</b> | <b>Name of Committee members</b> | <b>Category</b>         | <b>Chairperson/Member</b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
|----------------|----------------------------------|-------------------------|---------------------------|----------------------------|--------------------------|
| 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                |                          |

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDING 30-06-2024

|                                       |     |
|---------------------------------------|-----|
| Company Remarks                       |     |
| Whether Regular chairperson appointed | Yes |

### d. **Nomination and Remuneration Committee**

| <b>Sr. No.</b> | <b>Name of Committee members</b> | <b>Category</b> | <b>Chairperson/Member</b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
|----------------|----------------------------------|-----------------|---------------------------|----------------------------|--------------------------|
| 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**

| <b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b> | <b>Whether requirement of Quorum met (Yes/No)</b> | <b>Total Number of Directors as on date of the meeting</b> | <b>Number of Directors present (All directors including Independent Director)</b> | <b>No. of Independent Directors attending the meeting</b> |
|--|---|--|---|---|
| 09-02-2024   | Yes   | 6  | 6   | 3   |
| 01-05-2024   | Yes   | 6  | 6   | 3   |
| 23-05-2024   | Yes   | 6  | 6   | 3   |

|   |    |
|---|----|
| Company Remarks   |    |
| Maximum gap between any two consecutive (in number of days) | 82 |

### iii. **Meeting of Committees**

| <b>Name of the Committee</b>              | <b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b> | <b>Whether requirement of Quorum met (Yes/No)</b> | <b>Total Number of Directors in the Committee as on date of the meeting</b> | <b>Number of Directors present (All directors including Independent Director)</b> | <b>Number of Independent directors attending the meeting</b> | <b>Number of Members attending the Meeting (Other than Board of Directors)</b> |
|---|--|---|---|---|--|--|
| Audit Committee                           | 09-02-2024   | Yes   | 3   | 3   | 2  | 0  |
| Audit Committee                           | 23-05-2024   | Yes   | 3   | 3   | 2  | 0  |
| Nomination and Remuneration Committee     | 23-05-2024   | Yes   | 3   | 3   | 2  | 0  |
| Corporate Social Responsibility Committee | 09-02-2024   | Yes   | 5   | 5   | 3  | 0  |
| Corporate Social Responsibility Committee | 22-05-2024   | Yes   | 5   | 5   | 3  | 0  |
| Stakeholder Relationship Committee        | 22-05-2024   | Yes   | 3   | 3   | 2  | 0  |
| Risk Management Committee                 | 18-01-2024   | Yes   | 4   | 4   | 2  | 2  |

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDING 30-06-2024

|  |     |
|--|-----|
| Company Remarks  |     |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 104 |

### 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 |  |
|--|--|

### 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:

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDING 30-06-2024

### **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**