

CORPORATE GOVERNANCE

Quarter ending: June 2020

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 | Madhu S Nair | Executive Director, Chairperson, MD | 01 Jan 2016 | - | - | - | 1 | 0 | 0 |
| Mr | Suresh Babu N V | Executive Director | 26 Apr 2016 | - | - | - | 1 | 1 | 0 |
| Mr | Bejoy Bhasker | Executive Director | 05 Apr 2018 | - | - | - | 1 | 0 | 0 |
| Mr | Jose V J | Executive Director | 01 Aug 2019 | - | - | - | 1 | 1 | 0 |
| Mr | Sanjay Bandopadhyaya | Non-Executive - Nominee Director | 03 Feb 2020 | - | - | - | 1 | 0 | 0 |
| Mr | Jyothilal K R | Non-Executive - Nominee Director | 20 Apr 2018 | - | 20 Jun 2020 | - | 1 | 0 | 0 |
| Mr | Jiji Thomson | Non-Executive - Independent Director | 15 Jul 2017 | - | - | 36.00 | 1 | 1 | 0 |
| Mr | Pradipta Banerji | Non-Executive - Independent Director | 15 Jul 2017 | - | - | 36.00 | 1 | 1 | 0 |
| Mr | Nanda Kumaran Puthethath | Non-Executive - Independent Director | 15 Jul 2017 | - | - | 36.00 | 2 | 4 | 2 |

Composition Of Committee

| Audit Committee | | | |
|--|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Nanda Kumaran Puthethath | Non-Executive - Independent Director, Chairperson | 30-08-2017 | - |
| Jiji Thomson | Non-Executive - Independent Director, Member | 21-03-2020 | - |
| Pradipta Banerji | Non-Executive - Independent Director, Member | 21-03-2020 | - |
| Nomination and remuneration committee | | | |
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Jiji Thomson | Non-Executive - Independent Director, Chairperson | 21-03-2020 | - |
| Jyothilal K R | Non-Executive - Nominee Director, Member | 06-05-2018 | 20-06-2020 |
| Nanda Kumaran Puthethath | Non-Executive - Independent Director, Member | 21-03-2020 | - |
| Pradipta Banerji | Non-Executive - Independent Director, Member | 20-06-2020 | - |
| Stakeholders Relationship Committee | | | |
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Nanda Kumaran Puthethath | Non-Executive - Independent Director, Chairperson | 21-03-2020 | - |

| | | | |
|--|---|----------------------------|--------------------------|
| Suresh Babu N V | Executive Director, Member | 30-08-2017 | - |
| Jose V J | Executive Director, Member | 13-08-2019 | - |
| Risk Management Committee | | | |
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Suresh Babu N V | Executive Director, Member | 08-02-2019 | - |
| Bejoy Bhasker | Executive Director, Member | 08-02-2019 | - |
| Jose V J | Executive Director, Member | 12-11-2019 | - |
| Corporate Social Responsibility Committee | | | |
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| Jiji Thomson | Non-Executive - Independent Director, Chairperson | 21-03-2020 | - |
| Nanda Kumaran Putezhath | Non-Executive - Independent Director, Member | 21-03-2020 | - |
| Bejoy Bhasker | Executive Director, Member | 06-05-2018 | - |
| Jose V J | Executive Director, Member | 13-08-2019 | - |

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) |
|---|---|---|
| 11 Feb 2020 | - | 0 |
| - | 20 Jun 2020 | 129 |

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 Feb 2020 | 0 |
| Audit Committee | 20 Jun 2020 | Yes, | - | 129 |
| Nomination and remuneration committee | - | Yes, | 11 Feb 2020 | 0 |
| Nomination and remuneration committee | - | Yes, | 13 Mar 2020 | 0 |
| Nomination and remuneration committee | - | Yes, | 19 Mar 2020 | 0 |
| Corporate Social Responsibility Committee | 20 Jun 2020 | Yes, | - | 92 |
| Corporate Social Responsibility Committee | - | Yes, | 11 Feb 2020 | 0 |

| | | | | |
|-------------------------------------|---|------|-------------|---|
| Stakeholders Relationship Committee | - | Yes, | 11 Feb 2020 | 0 |
| Risk Management Committee | - | Yes, | 28 Jan 2020 | 0 |

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 | No |
| 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 | Yes |

| | |
|---|-----|
| disclosure requirements) Regulations, 2015 | |
| 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

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|-----------------------|--|
| Name of signatory | Syamkamal N |
| Designation of person | Company Secretary and Compliance Officer |