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 | Sadhanala Viswa Prasad | Executive Director | 27 Jan 2020 | - | - | 46.00 | 1 | 1 | 0 | | Mrs | Sadhanala Padmaja Kalyani | Executive Director | 27 Jan 2020 | - | - | 46.00 | 1 | 1 | 0 | | Mr | Vyasmurthi Madhavrao Shingatgeri | Non-Executive - Independent Director | 13 Feb 2020 | - | - | 46.00 | 2 | 0 | 0 | | Mr | Veerareddy Vallapureddy | Non-Executive - Independent Director | 29 May 2020 | - | - | 50.00 | 1 | 1 | 1 | | Mr | Mopperthy Sudheer | Non-Executive - Independent Director | 06 Jan 2021 | - | - | 57.00 | 1 | 1 | 0 | | Mr | Sadhanala Venkata Rao | Non-Executive - Non Independent Director | 06 Jan 2021 | - | - | 4.00 | 1 | 0 | 0 | |

Composition Of Committee

|  |  |
| --- | --- |
|  | |
| **Audit Committee** | | | |
| **Name of Committee members** | **Category** | **Date Of Appointment** | **Date of Cessation** |
| Veerareddy Vallapureddy | Non-Executive - Independent Director,Chairperson | 29-05-2020 | - |
| Vyasmurthi Madhavrao Shingatgeri | Non-Executive - Independent Director,Member | 06-08-2020 | - |
| Sadhanala Viswa Prasad | Executive Director,Member | 29-07-2020 | - |
|  | |  |  |
| **Nomination and remuneration committee** | | | |
| **Name of Committee members** | **Category** | **Date Of Appointment** | **Date of Cessation** |
| Veerareddy Vallapureddy | Non-Executive - Independent Director,Chairperson | 29-05-2020 | - |
| Sadhanala Viswa Prasad | Executive Director,Member | 29-07-2020 | - |
| Vyasmurthi Madhavrao Shingatgeri | Non-Executive - Independent Director,Member | 06-08-2020 | - |
|  | |  |  |
| **Stakeholders Relationship Committee** | | | |
| **Name of Committee members** | **Category** | **Date Of Appointment** | **Date of Cessation** |
| Veerareddy Vallapureddy | Non-Executive - Independent Director,Chairperson | 29-07-2020 | - |
| Sadhanala Viswa Prasad | Executive Director,Member | 29-05-2020 | - |
| Vyasmurthi Madhavrao Shingatgeri | Non-Executive - Independent Director,Member | 06-08-2020 | - |

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 Nov 2020 | - | 0 |
| 20 Nov 2020 | - | 7 |
| - | 06 Jan 2021 | 46 |
| - | 05 Feb 2021 | 29 |

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, | 12 Nov 2020 | 0 |
| Nomination and remuneration committee | 06 Jan 2021 | Yes, | - | 54 |
| Audit Committee | 05 Feb 2021 | Yes, | - | 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 | NA | - |
| Whether shareholder approval obtained for material RPT | NA | - |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee | NA | - |

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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 | Annie Jodhani | | 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 | NA | - | | 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 | NA | - | |

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) | NA | - |
| 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) | NA | - |
| 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 | Annie Jodhani | | Designation of person | Company Secretary and Compliance Officer | |

Annexure 3

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| | Broad heading | Regulation Number | Compliance status(Yes/No/NA) | If status is “No” details of non-compliance | | --- | --- | --- | --- | | no record found | | | | | |

|  |  |
| --- | --- |
| Name of signatory | Annie Jodhani |
| Designation of person | Company Secretary and Compliance Officer |