

**Corporate Governance Report**

**June 2024**

**Composition of Board of Directors**

TITLE	NAME OF THE DIRECTOR	DIN	CATEGORY	INITIAL DATE OF APPOINTMENT	DATE OF RE-APPOINTMENT	DATE OF CESSATION	TENURE(M onths)	DATE OF BIRTH	WHE THE R THE DIRE CTOR IS DISQ UALIF IED ?	STAR T DATE OF DISQ UALIF ICA TION	END DATE OF DISQ UALIF ICA TION	DETA ILS OF DISQ UALIF ICA TION	CURR ENT STAT US	WHE THER SPECI AL RESO LUTI ON PASS ED? [REFE R REG. 17 (1A) OF LISTI NG REGU LATI ONS]	DATE OF PASSING SPECIAL RESOLUT ION	NO. OF DIRE CTOR SHIP IN LISTE D ENTI TIES INCL UDIN G THIS LISTE D ENTI TY	NO. OF INDE PEND ENT DIRE CTOR SHIP IN LISTE D ENTI TIES	NUMBE R OF MEMB ERSHIP S IN AUDIT/ STAKE HOLDE R COMMI TTEE(S ) INCLU DING THIS LISTED ENTITY	NO. OF POST OF CHAIRPER SON IN AUDIT/STA KEHOLDER COMMITTE E HELD IN LISTED ENTITIES INCLUDI NG THIS LISTED ENTITY
Mr.	Mahendra Kumar Sharma	00327684	Independent Director,Chairperson & Non-Executive Director	01-APR-2015	01-APR-2020	-	111	04-MAY-1947	No	-	-	-	Active	Yes	26-AUG-2021	1	1	2	1
Ms.	Hina Nagarajan	00048506	Executive Director-CEO-MD	01-JUL-2021	01-JUL-2021	-	36	17-FEB-1965	No	-	-	-	Active	NA	-	1	0	1	0
Mr.	Sivanandhan Dhanushkodi	03607203	Independent Director	30-SEP-2014	30-SEP-2019	-	117	03-FEB-1951	No	-	-	-	Active	NA	-	6	6	8	2

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Ms.	Indu Ranjit Shahani	00112289	Independent Director	30-SEP-2014	30-SEP-2019	-	117	17-JUL-1951	No	-	-	-	Active	NA	-	2	2	2	0
Mr.	Rajeev Gupta	00241501	Independent Director	23-DEC-2014	23-DEC-2019	-	114	19-MAR-1958	No	-	-	-	Active	NA	-	6	5	4	1
Mr.	Vegulaparanan Kasi Viswanathan	01782934	Independent Director	17-OCT-2016	26-AUG-2021	-	92	20-NOV-1950	No	-	-	-	Active	Yes	26-AUG-2021	3	3	5	3
Mr.	Mark Dominic Sandys	09543864	Non-Executive Director	01-APR-2022	31-JUL-2023	-	27	04-AUG-1974	No	-	-	-	Active	NA	-	1	0	0	0

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Mr.	Pradeep Jain	02110401	Executive Director	01-FEB-2023	01-FEB-2023	-	17	19-AUG-1968	No	-	-	-	Active	NA	-	1	0	0	0
Ms.	Mamta Sundara	05356182	Non-Executive Director	01-FEB-2023	01-FEB-2023	-	17	19-APR-1977	No	-	-	-	Active	NA	-	1	0	0	0
Ms.	Emily Kathryn Gibson	10294270	Non-Executive Director	07-SEP-2023	07-SEP-2023	-	10	01-MAR-1975	No	-	-	-	Active	NA	-	1	0	0	0
Mr.	Indu Bhushan	09302960	Independent Director	01-MAR-2024	01-MAR-2024	-	4	06-JAN-1961	No	-	-	-	Active	NA	-	4	4	4	2

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Mr.	Mukesh Hari Butani	01452839	Independent Director	01-MAR-2024	01-MAR-2024	-	4	02-MAY-1964	No	-	-	-	Active	NA	-	5	5	5	4

WHETHER REGULAR CHAIRPERSON APPOINTED	WHETHER CHAIRPERSON IS RELATED TO MD OR CEO
Yes	No

## Corporate Governance Report

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### Composition of Committee

#### Audit Committee

NAME OF COMMITTEE MEMBERS	CATEGORY	CHAIRPERSON/ MEMBER	DATE OF APPOINTMENT	DATE OF CESSATION
Vegulaparanan Kasi Viswanathan	Independent Director	Chairperson	17-Oct-2016	-
Mahendra Kumar Sharma	Independent Director,Chairperson & Non-Executive Director	Member	24-Jul-2017	-
Rajeev Gupta	Independent Director	Member	24-Jan-2015	-
WHETHER PERMANENT CHAIRPERSON APPOINTED - Yes				

#### Stakeholders Committee

AME OF COMMITTEE MEMBERS	CATEGORY	CHAIRPERSON/ MEMBER	DATE OF APPOINTMENT	DATE OF CESSATION
Sivanandhan Dhanushkodi	Independent Director	Chairperson	04-Jul-2013	-
Indu Ranjit Shahani	Independent Director	Member	30-Sep-2014	-
Hina Nagarajan	Executive Director	Member	01-Jul-2021	-
WHETHER PERMANENT CHAIRPERSON APPOINTED - Yes				

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### Risk Management Committee

NAME OF COMMITTEE MEMBERS	CATEGORY	CHAIRPERSON/ MEMBER	DATE OF APPOINTMENT	DATE OF CESSATION
Mahendra Kumar Sharma	Independent Director, Chairperson & Non-Executive Director	Chairperson	04-Nov-2020	-
Vegulaparanan Kasi Viswanathan	Independent Director	Member	04-Nov-2020	-
Hina Nagarajan	Executive Director	Member	01-Jul-2021	-
Pradeep Jain	Executive Director	Member	04-Nov-2020	-
Mamta Sundara	Non-Executive Director	Member	01-Feb-2023	-
WHETHER PERMANENT CHAIRPERSON APPOINTED - Yes				

### Nomination and Remuneration Committee

NAME OF COMMITTEE MEMBERS	CATEGORY	CHAIRPERSON/ MEMBER	DATE OF APPOINTMENT	DATE OF CESSATION
Indu Ranjit Shahani	Independent Director	Chairperson	30-Sep-2014	-
Sivanandhan Dhanushkodi	Independent Director	Member	04-Jul-2013	-
Vegulaparanan Kasi Viswanathan	Independent Director	Member	24-Jul-2017	-
WHETHER PERMANENT CHAIRPERSON APPOINTED - Yes				

## Corporate Governance Report

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### Corporate Social Responsibility Committee

NAME OF COMMITTEE MEMBERS	CATEGORY	CHAIRPERSON/ MEMBER	DATE OF APPOINTMENT	DATE OF CESSATION
Indu Ranjit Shahani	Independent Director	Chairperson	30-09-2014	-
Sivanandhan Dhanushkodi	Independent Director	Member	30-09-2014	-
Hina Nagarajan	Executive Director	Member	01-07-2021	-
Mark Dominic Sandys	Non-Executive Director	Member	01-04-2022	
Emily Kathryn Gibson	Non-Executive - Non Independent Director	Member	07-09-2023	
WHETHER PERMANENT CHAIRPERSON APPOINTED - Yes				

## Corporate Governance Report

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### Meeting of Board of Directors

DATE(S) OF MEETING (ENTER DATES OF PREVIOUS QUARTER AND CURRENT QUARTER IN CHRONOLOGICAL ORDER)	WHETHER REQUIREMENT OF QUORUM MET (YES/NO)	TOTAL NUMBER OF DIRECTORS AS ON DATE OF THE MEETING	NUMBER OF DIRECTORS PRESENT (ALL DIRECTORS INCLUDING INDEPENDENT DIRECTOR)	NO. OF INDEPENDENT DIRECTORS ATTENDING THE MEETING
23-JAN-2024 .	Yes	10	10	5
04-APR-2024 .	Yes	12	9	5
23-APR-2024 .	Yes	12	12	7
24-MAY-2024 .	Yes	12	10	6

Maximum gap between any two consecutive meetings (in number of days) - 71



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### Meeting of Committee

Disclosure of notes on meeting of committees explanatory						The Audit Committee meeting commenced on 19th January 2024 and was adjourned to 23rd January 2024 for recommending quarterly results to board. These results were approved by board at its meeting held on 23rd January 2024. The aforesaid practice is in compliance with SEBI PIT Regulations thereby ensuring a minimum gap between the recommendation of the Financial Results by the audit committee (on 23rd Jan 2024) and its approval by Board (again on 23rd January 2024). Therefore, the adjourned date of the Audit Committee is mentioned in S. No. 1 & column Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order).				
	NAME OF THE COMMITTEE	DATE(S) OF MEETING (ENTER DATES OF PREVIOUS QUARTER AND CURRENT QUARTER IN CHRONOLOGICAL ORDER)	Maximum Gap between any consecutive meetings (in numbers of days)	Name of Other committee	REASON OF NOT PROVIDING PAN	WHETHER REQUIREMENT OF QUORUM MET (YES/NO)	TOTAL NUMBER OF DIRECTORS IN THE COMMITTEE AS ON DATE OF THE MEETING	NUMBER OF DIRECTORS PRESENT (ALL DIRECTORS INCLUDING INDEPENDENT DIRECTOR)	NUMBER OF INDEPENDENT DIRECTORS ATTENDING THE MEETING	NUMBER OF MEMBERS ATTENDING THE MEETING (OTHER THAN BOARD OF DIRECTORS)
1	Audit Committee	23 Jan 2024	-	-	-	Yes	3	3	3	0
2	Audit Committee	23 May 2024	120	-	-	Yes	3	2	2	0
3	Stakeholders Relationship Committee	19 Jan 2024	-	-	-	Yes	3	3	2	0
4	Stakeholders Relationship Committee	23 May 2024	124	-	-	Yes	3	3	2	0

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5	Nomination and remuneration committee	19 Jan 2024	-	-	-	Yes	3	3	3	0
6	Nomination and remuneration committee	23 Apr 2024	94	-	-	Yes	3	3	3	0
7	Nomination and remuneration committee	23 May 2024	29	-	-	Yes	3	3	3	0
8	Corporate Social Responsibility Committee	19 Jan 2024	-	-	-	Yes	5	5	2	0
9	Corporate Social Responsibility Committee	23 May 2024	124	-	-	Yes	5	5	2	0
10	Risk Management Committee	16 Feb 2024	-	-	-	Yes	5	5	2	0

## Corporate Governance Report

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### Related Party Transactions

SUBJECT	COMPLIANCE (Y/N)
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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### Details of Cyber security incidence

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
Other details of cyber security incidence or breaches or loss of data event			-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			0
Date of the event	-	Brief details of the event	-

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### Affirmations

AFFIRMATIONS	COMPLIANCE STATUS
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulation 2015	Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations 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 above 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Yes

### ANNEXURE I

Sr	Subject	Compliance status
1.	Name of signatory	Mital Sanghvi
2.	Designation	Company Secretary and Compliance Officer