

| <b>General information about company</b>                       |                             |
|--|-----------------------------|
| Scrip code   | 531531                      |
| NSE Symbol   | HATSUN                      |
| MSEI Symbol  | NOT APPLICABLE              |
| ISIN   | INE473B01035                |
| Name of the entity   | HATSUN AGRO PRODUCT LIMITED |
| Date of start of financial year                                | 01-04-2019                  |
| Date of end of financial year                                  | 31-03-2020                  |
| Reporting Quarter  | Yearly                      |
| Date of Report   | 31-03-2020                  |
| Risk management committee                                      | Applicable                  |
| Market Capitalisation as per immediate previous Financial Year | Top 500 listed entities     |

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|
| 1  | Mr              | R.G.CHANDRAMOGAN     | AAAPC5352R | 00012389 | Executive Director                       | Not Applicable          | MD                      | 01-03-1949    | NA  |                                    | 04-03-1986                  | 01-04-2019             |                   |                                | 1  | 0   | 0   | 0  |                             |
| 2  | Mr              | C.SATHYAN            | ABEPS3158C | 00012439 | Executive Director                       | Not Applicable          |                         | 05-10-1978    | NA  |                                    | 14-06-2001                  | 01-06-2016             |                   |                                | 1  | 0   | 0   | 0  |                             |
| 3  | Mr              | K.S.THANARAJAN       | ABKPT9653M | 00012285 | Non-Executive - Non Independent Director | Chairperson             |                         | 20-03-1949    | NA  |                                    | 28-06-1995                  | 18-01-2017             |                   |                                | 1  | 0   | 1   | 2  |                             |
| 4  | Mr              | P.VAIDYANATHAN       | ABPPV0143H | 00029503 | Non-Executive - Non Independent Director | Not Applicable          |                         | 29-10-1947    | Yes   | 13-06-2019                         | 29-03-1999                  | 01-04-2019             |                   |                                | 2  | 0   | 2   | 3  |                             |

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of Chairperson held in this entity (Refer Listing Reg |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| 5  | Mr              | B.THENAMUTHAN        | AAPPT3016L | 01099739 | Non-Executive - Independent Director | Not Applicable          |                         | 17-11-1960    | NA  |                                    | 23-01-2014                  | 01-04-2019             |                   | 60                             | 1  | 1   | 2   | 2  |
| 6  | Mr              | BALAJI TAMMINEEDI    | ABAPT1372P | 00127833 | Non-Executive - Independent Director | Not Applicable          |                         | 07-10-1960    | NA  |                                    | 23-09-2014                  | 23-09-2019             |                   | 60                             | 1  | 1   | 2   | 2  |
| 7  | Mr              | S.SUBRAMANIAN        | AEFPS9509D | 08341478 | Non-Executive - Independent Director | Not Applicable          |                         | 09-01-1959    | NA  |                                    | 24-01-2019                  | 24-01-2019             |                   | 60                             | 1  | 1   | 2   | 2  |
| 8  | Mrs             | CHALINI MADHIVANAN   | ADFPC9507J | 02982290 | Non-Executive - Independent Director | Not Applicable          |                         | 04-04-1957    | NA  |                                    | 23-09-2014                  | 23-09-2019             |                   | 60                             | 1  | 1   | 2   | 2  |

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of Chairperson held in the entity Reg 26(1) of Listing Regulations |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|---|
| 9  | Mr              | SATHYANARAYAN D      | BQFPS9296A | 08489439 | Non-Executive - Non Independent Director | Not Applicable          |                         | 14-06-1959    | NA  |                                    | 21-06-2019                  | 21-06-2019             |                   |                                | 1  | 0   | 0   | 0   |

| Audit Committee Details                               |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08341478   | S.SUBRAMANIAN             | Non-Executive - Independent Director     | Chairperson             | 01-04-2019          |                   |         |
| 2   | 00012285   | K.S.THANARAJAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 3   | 00029503   | P.VAIDYANATHAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 4   | 01099739   | B.THENAMUTHAN             | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |
| 5   | 00127833   | BALAJI TAMMINEEDI         | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |
| 6   | 02982290   | CHALINI MADHIVANAN        | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |

| Nomination and remuneration committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08341478   | S.SUBRAMANIAN             | Non-Executive - Independent Director     | Chairperson             | 01-04-2019          |                   |         |
| 2   | 00012285   | K.S.THANARAJAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 3   | 00029503   | P.VAIDYANATHAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 4   | 01099739   | B.THENAMUTHAN             | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |
| 5   | 00127833   | BALAJI<br>TAMMINEEDI      | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |
| 6   | 02982290   | CHALINI<br>MADHIVANAN     | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08341478   | S.SUBRAMANIAN             | Non-Executive - Independent Director     | Chairperson             | 01-04-2019          |                   |         |
| 2   | 00012285   | K.S.THANARAJAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 3   | 00029503   | P.VAIDYANATHAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 4   | 01099739   | B.THENAMUTHAN             | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |
| 5   | 00127833   | BALAJI<br>TAMMINEEDI      | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |
| 6   | 02982290   | CHALINI<br>MADHIVANAN     | Non-Executive - Independent Director     | Member                  | 01-04-2019          |                   |         |

| <b>Risk Management Committee</b>                                |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00012389   | R.G.CHANDRAMOGAN          | Executive Director                       | Chairperson             | 04-03-1986          |                   |         |
| 2   | 00012439   | C.SATHYAN                 | Executive Director                       | Member                  | 01-06-2016          |                   |         |
| 3   | 00012285   | K.S.THANARAJAN            | Non-Executive - Non Independent Director | Member                  | 18-01-2017          |                   |         |



| Corporate Social Responsibility Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 08341478   | S.SUBRAMANIAN             | Non-Executive - Independent Director     | Chairperson             | 01-04-2019          |                   |         |
| 2   | 00012439   | C.SATHYAN                 | Executive Director                       | Member                  | 01-04-2019          |                   |         |
| 3   | 00012285   | K.S.THANARAJAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |
| 4   | 00029503   | P.VAIDYANATHAN            | Non-Executive - Non Independent Director | Member                  | 01-04-2019          |                   |         |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  |   | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |                              |  |                              |   |
| 1  | 22-10-2019  |  |   |                              | Yes  | 8                            | 3   |
| 2  | 18-12-2019  |  | 56  |                              | Yes  | 6                            | 1   |
| 3  |   | 21-01-2020   | 33  |                              | Yes  | 9                            | 4   |
| 4  |   | 09-03-2020   | 47  |                              | Yes  | 6                            | 1   |

**Annexure 1**

**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory |   |   |   |                         |                               |  |                              |   |
|--|---|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| Sr   | Name of Committee                         | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1  | Audit Committee                           | 22-10-2019  |   |                         |                               | Yes  | 5                            | 3   |
| 2  | Audit Committee                           | 21-01-2020  | 90  |                         |                               | Yes  | 6                            | 4   |
| 3  | Corporate Social Responsibility Committee | 21-01-2020  |   |                         |                               | Yes  | 4                            | 1   |
| 4  | Nomination and remuneration committee     | 21-01-2020  |   |                         |                               | Yes  | 6                            | 4   |
| 5  | Risk Management Committee                 | 21-01-2020  |   |                         |                               | Yes  | 3                            | 0   |
| 6  | Stakeholders Relationship Committee       | 21-01-2020  |   |                         |                               | Yes  | 6                            | 4   |

**Annexure 1**

**IV. Meeting of Committees**

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee          | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
|----|-------------------|---|---|----------------------------------|-------------------------------|--|------------------------------|---|
| 7  | Other Committee   | 21-01-2020  |   | Meeting of Independent Directors |                               | Yes  | 4                            | 4   |

**Annexure 1**

**V. Related Party Transactions**

| Sr | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1  | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2  | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3  | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |

### Annexure 1

#### VI. Affirmations

| Sr | Subject  | Compliance status (Yes/No) |
|----|--|----------------------------|
| 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                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | Yes                        |
| 6  | 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                        |
| 7  | 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                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | G. Somasundaram                          |
| 2  | Designation       | Company Secretary and Compliance Officer |



## Annexure II

### Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

#### I. Disclosure on website in terms of Listing Regulations

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
|----|---|-------------------------------|--|---|
| 1  | Details of business   | Yes                           |  | <a href="https://www.hap.in/about-us.html">https://www.hap.in/about-us.html</a>   |
| 2  | Terms and conditions of appointment of independent directors          | Yes                           |  | <a href="https://www.hap.in/pdf/policies/id-appointment.pdf">https://www.hap.in/pdf/policies/id-appointment.pdf</a>   |
| 3  | Composition of various committees of board of directors               | Yes                           |  | <a href="https://www.hap.in/pdf/policies/Board-and-Committee-Composition-new.PDF">https://www.hap.in/pdf/policies/Board-and-Committee-Composition-new.PDF</a>   |
| 4  | Code of conduct of board of directors and senior management personnel | Yes                           |  | <a href="https://www.hap.in/pdf/code-of-contact/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf">https://www.hap.in/pdf/code-of-contact/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy    | Yes                           |  | <a href="https://www.hap.in/pdf/policies/Whistle-Blower-Policy.pdf">https://www.hap.in/pdf/policies/Whistle-Blower-Policy.pdf</a>   |
| 6  | Criteria of making payments to non-executive directors                | Yes                           |  | <a href="https://www.hap.in/pdf/policies/Criteria%20for%20making%20payment%20of%20Sitting%20Fee%20to%20NED.pdf">https://www.hap.in/pdf/policies/Criteria%20for%20making%20payment%20of%20Sitting%20Fee%20to%20NED.pdf</a>               |
| 7  | Policy on dealing with related party transactions                     | Yes                           |  | <a href="https://www.hap.in/pdf/policies/Related-Party%20Transactions%20Policy1.pdf">https://www.hap.in/pdf/policies/Related-Party%20Transactions%20Policy1.pdf</a>   |
| 8  | Policy for determining  | NA                            |  |   |

|   |   |     |  |   |
|---|---|-----|--|---|
|   | *material* subsidiaries   |     |  |   |
| 9 | Details of familiarization programmes imparted to independent directors | Yes |  | <a href="https://www.hap.in/pdf/policies/Familiarization_Programme.pdf">https://www.hap.in/pdf/policies/Familiarization_Programme.pdf</a> |

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

| Sr | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
|----|---|-------------------------------|--|---|
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances                   | Yes                           |  | <a href="https://www.hap.in/pdf/policies/Policy%20on%20Disclosure%20of%20Material%20Events1.pdf">https://www.hap.in/pdf/policies/Policy%20on%20Disclosure%20of%20Material%20Events1.pdf</a> |
| 11 | email address for grievance redressal and other relevant details  | Yes                           |  | <a href="https://www.hap.in/pdf/policies/Policy%20on%20Disclosure%20of%20Material%20Events1.pdf">https://www.hap.in/pdf/policies/Policy%20on%20Disclosure%20of%20Material%20Events1.pdf</a> |
| 12 | Financial results   | Yes                           |  | <a href="https://www.hap.in/financial-results.html">https://www.hap.in/financial-results.html</a>   |
| 13 | Shareholding pattern  | Yes                           |  | <a href="https://www.hap.in/shareholding-pattern.html">https://www.hap.in/shareholding-pattern.html</a>   |
| 14 | Details of agreements entered into with the media companies and/or their associates   | NA                            |  |   |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with | Yes                           |  | <a href="https://www.hap.in/Other-Information.html">https://www.hap.in/Other-Information.html</a>   |

|    |   |     |  |   |
|----|---|-----|--|---|
|    | submission to stock exchange  |     |  |   |
| 16 | New name and the old name of the listed entity  | NA  |  |   |
| 17 | Advertisements as per regulation 47 (1)   | Yes |  | <a href="https://www.hap.in/newspaper-notices.html">https://www.hap.in/newspaper-notices.html</a>   |
| 18 | Credit rating or revision in credit rating obtained   | Yes |  | <a href="https://www.hap.in/pdf/policies/Renewal-of-Credit-Rating-on-Bank-Loans.pdf">https://www.hap.in/pdf/policies/Renewal-of-Credit-Rating-on-Bank-Loans.pdf</a>   |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA  |  |   |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2)                | Yes |  | <a href="https://www.hap.in/pdf/code-of-contact/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf">https://www.hap.in/pdf/code-of-contact/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf</a> |
| 21 | Materiality Policy as per Regulation 30   | Yes |  | <a href="https://www.hap.in/pdf/policies/Policy%20on%20Disclosure%20of%20Material%20Events1.pdf">https://www.hap.in/pdf/policies/Policy%20on%20Disclosure%20of%20Material%20Events1.pdf</a>   |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable)  | Yes |  | <a href="https://www.hap.in/pdf/policies/Dividend-Distribution-Policy.pdf">https://www.hap.in/pdf/policies/Dividend-Distribution-Policy.pdf</a>   |
| 23 | It is certified that these contents on the website of the listed entity are correct                                   | Yes |  | <a href="http://www.hap.in">www.hap.in</a>  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number      | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|------------------------|-------------------------------|--|
| 1  | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)       | Yes                           |  |
| 2  | Board composition   | 17(1), 17(1A) & 17(1B) | Yes                           |  |
| 3  | Meeting of Board of directors   | 17(2)                  | Yes                           |  |
| 4  | Quorum of Board meeting   | 17(2A)                 | Yes                           |  |
| 5  | Review of Compliance Reports  | 17(3)                  | Yes                           |  |
| 6  | Plans for orderly succession for appointments   | 17(4)                  | Yes                           |  |
| 7  | Code of Conduct   | 17(5)                  | Yes                           |  |
| 8  | Fees/compensation   | 17(6)                  | Yes                           |  |
| 9  | Minimum Information   | 17(7)                  | Yes                           |  |
| 10 | Compliance Certificate  | 17(8)                  | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number     | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-----------------------|-------------------------------|--|
| 11 | Risk Assessment & Management                            | 17(9)                 | Yes                           |  |
| 12 | Performance Evaluation of Independent Directors         | 17(10)                | Yes                           |  |
| 13 | Recommendation of Board                                 | 17(11)                | Yes                           |  |
| 14 | Maximum number of Directorships                         | 17A                   | Yes                           |  |
| 15 | Composition of Audit Committee                          | 18(1)                 | Yes                           |  |
| 16 | Meeting of Audit Committee                              | 18(2)                 | Yes                           |  |
| 17 | Composition of nomination & remuneration committee      | 19(1) & (2)           | Yes                           |  |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A)                | Yes                           |  |
| 19 | Meeting of Nomination and Remuneration Committee        | 19(3A)                | Yes                           |  |
| 20 | Composition of Stakeholder Relationship Committee       | 20(1), 20(2) & 20(2A) | Yes                           |  |

**Annexure II****II. Annual Affirmations**

| Sr | Particulars   | Regulation Number             | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------------------|-------------------------------|--|
| 21 | Meeting of Stakeholders Relationship Committee                                      | 20(3A)                        | Yes                           |  |
| 22 | Composition and role of risk management committee                                   | 21(1),(2),(3),(4)             | Yes                           |  |
| 23 | Meeting of Risk Management Committee  | 21(3A)                        | Yes                           |  |
| 24 | Vigil Mechanism   | 22                            | Yes                           |  |
| 25 | Policy for related party Transaction  | 23(1),(1A),(5), (6),(7) & (8) | Yes                           |  |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)                    | Yes                           |  |
| 27 | Approval for material related party transactions                                    | 23(4)                         | NA                            |  |
| 28 | Disclosure of related party transactions on consolidated basis                      | 23(9)                         | Yes                           |  |
| 29 | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                         | NA                            |  |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6)       | NA                            |  |

**Annexure II**

**II. Annual Affirmations**

| Sr | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|---|-------------------|-------------------------------|--|
| 31 | Annual Secretarial Compliance Report  | 24(A)             | Yes                           |  |
| 32 | Alternate Director to Independent Director  | 25(1)             | Yes                           |  |
| 33 | Maximum Tenure  | 25(2)             | Yes                           |  |
| 34 | Meeting of independent directors  | 25(3) & (4)       | Yes                           |  |
| 35 | Familiarization of independent directors  | 25(7)             | Yes                           |  |
| 36 | Declaration from Independent Director   | 25(8) & (9)       | Yes                           |  |
| 37 | D & O Insurance for Independent Directors   | 25(10)            | Yes                           |  |
| 38 | Memberships in Committees   | 26(1)             | Yes                           |  |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)             | Yes                           |  |
| 40 | Disclosure of Shareholding by Non-Executive Directors   | 26(4)             | Yes                           |  |
| 41 | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)     | Yes                           |  |
|    | Any other information to be provided - Add Notes  |                   |                               |  |



**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | G. Somasundaram                          |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Annexure II**

**III. Affirmations**

| <b>Sr</b> | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
|-----------|--|--|
| 1         | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                                       |
|           | Any other information to be provided   |  |

**Annexure II**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | G. Somasundaram                          |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | G. Somasundaram                          |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Chennai                                  |
| Date                  | 27-04-2020                               |

