ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Name of Listed Entity
 Quarter ending
 - %companyName%
 - %quarterEnded%

i. Composition Of Board Of Director

| T i t l e (M r ./ M s) | Na me of the Dirt ect or | 0 | | Cat ego ry (Ch airp ers on /Exe cutiv e/No n- Exec utive/ Inde pend ent/ Nomi nee) | Sub Category | Initia I D at e of A p p oi nt m e nt | Dat e of App oint me nt | Dat e of ces sati on | T e n ur e | D at e of Bi rt h | Wheth er special resolution passed? | Date of passings pecial resolution | No. of Directors hi pin listed entities in cluding this listed entity | No of Indepe ndent Direct orship in listed entitie s including this listed entity | No of me mb ers hips in Aut/ Sta keh old er Com itte e(s) in di ty hips entity | No foot of Chire son in A dit/Sakeholder Committeehold in list denties in Lunghisted en tity | Me mbe rshi p in Co mmi ttee s of the Co mpa ny | Remarks | |
|--------------------------|----------------------------|---|------------------|--|--------------|---------------------------------------|--|----------------------------------|------------|--------------------------|-------------------------------------|------------------------------------|---|---|--|--|---|---------|--|
| r. | RA NG AC HA RY | 0 | A A P N | & NED | | Au g- 201 4 | Aug- 2014 | | 0 | 0- Ju n- 1 9 | - 50 | 5- M ar - 2 | | | | - | | | |

| | | 7 0 | | | | | | 8 | | 1 | | | | | | |
|---------|---|---|-----|-------------|-----------------------------|---------------------|-----|---|-----|--|---|---|---|---|--------------|--|
| | | 1 | | | | | | O | | 9 | | | | | | |
| | | C | | | | | | | | | | | | | | |
| M r. | R. DO RA IS W A M Y | 0 A 0 A 0 Z 0 P 3 D 1 0 3 9 1 0 6 D | ED | M D | 08- Jan - 198 5 | | | 1 7- M ar - 1 9 4 3 | NA | | 1 | 0 | 1 | 0 | RMC | |
| M r. | D. RA JES HK U M AR | 0 A 0 D 0 S 0 P 3 R 1 6 2 1 6 9 8 K | ED | C E O | 22- De c- 200 1 | | | 2 5- S ep - 1 9 7 1 | NA | | 1 | 0 | 1 | 0 | SC,RC | |
| M rs . | Dr. RA JES HK U M AR TH IL AG A | 0 A 0 B 0 T 0 P 6 T 7 7 8 8 3 9 0 D | NED | | 30- Ma r- 201 5 | | | 0 3- D ec - 1 9 7 2 | NA | | 1 | 0 | 0 | 0 | | |
| M r. | N JA YA BA L | 0 A 0 A 0 L 0 PJ 3 3 1 7 1 5 1 5 G | ID | | 09- Au g- 201 4 | 09- Aug- 2014 | 6 0 | 0 5- M ar - 1 9 4 4 | Yes | 2 5- M ar - 2 0 1 | 1 | 1 | 2 | 0 | AC,SC ,RC | |
| M r. | P RA M AC HA ND | 0 A 0 D 9 P 5 P 5 R 5 8 | ED | | 26- Sep - 199 8 | | | 0 1- S ep - 1 | NA | | 1 | 0 | 0 | 0 | RMC | |

| M r. | RA N NI RM AL KU M AR M CH AN DR | 8 8 0 3 1 G G G G G G G G G G G G G G G G G G | ID | 09- Au g- 201 4 | 09- Aug- 2014 | 6 0 | 9 4 8 1 8- M ar - 1 9 6 | NA | | 1 | 1 | 0 | 0 | | |
|---------|---|---|----|-----------------------------|---------------------|-----|---|-----|---|---|---|---|---|-------------------|--|
| M r. | IA PK SH AH | 0 A 0 D 0 O 0 P 3 S 1 8 0 5 6 8 1 K | ID | 09- Au g- 201 4 | 09- Aug- 2014 | 6 0 | 1 3- F eb - 1 9 4 | Yes | 2 5- M ar - 2 0 1 9 | 1 | 1 | 0 | 0 | NRC | |
| M r. | L VE NK AT AP AT HY | 0 A 0 C 0 H 0 P 3 V 0 6 9 6 5 2 9 F | ID | 17- De c- 198 | 08- Aug- 2015 | 6 0 | 1 1- A pr - 1 9 3 | Yes | 2 5- M ar - 2 0 1 9 | 1 | 1 | 2 | 1 | AC,SC ,NRC | |
| M r. | S. BA SK AR A SU BR A M AN IA | 0 A 0 A 0 L 0 P 3 B 1 3 5 4 2 6 8J | ED | 23- Sep - 200 0 | 01- Sep- 2019 | | 1 5- Ju 1- 1 9 4 3 | NA | | 1 | 0 | 1 | 0 | | |
| M r. | V.S AN KA | 0 A 0 A 0 B | ID | 09- Au g- | 09- Aug- 2014 | 6 0 | 1 9- M | Yes | 2 5- M | 1 | 1 | 1 | 1 | AC,R C,NR C | |

| | RA N | 0 3 1 4 1 | P S 1 2 7 0 R | | 201 | | | ar - 1 9 4 3 | | ar - 2 0 1 9 | | | | | |
|---------|--|--------------------------------------|---|-----|-----------------------------|---------------------|-----|---|----|-----------------------------|---|---|---|---|--|
| M r. | OT TO EG GI M AN N | 0 7 7 9 1 1 1 3 | Z Z Z Z Z Z 9 9 9 9 Z | ID | 25- Ma y- 201 7 | 25- May- 2017 | 3 6 | 0 7- F eb - 1 9 5 6 | NA | | 1 | 1 | 0 | 0 | Forei gn Direc tor.F oreig n Direc tor.F oreig n Direc tor.F oreig n Direc tor.F oreig n Direc tor.F |
| M r. | VI SH NU DO RA IS W A M Y | 0 0 7 9 3 0 9 0 | A D B P V 4 8 8 3 G | NED | 06- Feb - 202 0 | | 9 | 2 2- F eb - 1 9 7 6 | NA | | 1 | 0 | 0 | 0 | |

| Company Remarks | Mr.S.Baskarasubramanian, Director (Corporate Affairs) & Company Secretary was appointed as Company Secretary with effect from 01.10.1994 and subsequently appointed on the Board as Director. |
|---|---|
| Whether Permanent | Yes |
| chairperson appointed | |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition of Committees

a. Audit Committee

| u. | Addit Committee | | | | |
|-----|----------------------|----------|------------------------|-------------|----------------|
| Sr. | Name of the Director | Category | Chairperson/Membership | Appointment | Cessation Date |
| No. | | | | Date | |
| 1 | L VENKATAPATHY | ID | Member | 28-Sep-2002 | |
| 2 | N JAYABAL | ID | Member | 28-Sep-2002 | |

| 3 | N.RANGACHARY | ID,C & NED | Member | 10-May-2014 | |
|---|--------------|---------------|-------------|-------------|--|
| 4 | V.SANKARAN | ID | Chairperson | 11-Aug-2018 | |

Company Remarks

Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian. Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian. Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees..Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees...Mr.S.Baskarsubramanian, Director (Corporate Affairs) & Company Secretary is the Secretary to all the Committees.

Whether Permanent chairperson appointed

Yes

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|------------|----------------------|----------|------------------------|---------------------|----------------|
| 1 | D.RAJESHKUMAR | ED | Member | 28-Sep-2002 | |
| 2 | N JAYABAL | ID | Member | 28-Sep-2002 | |
| 3 | L VENKATAPATHY | ID | Chairperson | 28-Sep-2002 | |

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

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|------------|----------------------|----------|------------------------|---------------------|----------------|
| 1 | S.VENKATACHALAM | Member | Member | 11-Nov-2014 | |
| 2 | M.LAKSHMINARAYANA | Member | Member | 11-Nov-2014 | |
| 3 | B.MAHENDRAN | Member | Member | 11-Nov-2014 | |
| 4 | P.SIVAKUMAR | Member | Member | 11-Nov-2014 | |
| 5 | R.MENAKA | Member | Member | 11-Nov-2014 | |
| 6 | V.SANKARAN | ID | Member | 11-Nov-2014 | |
| 7 | N JAYABAL | ID | Member | 25-May-2017 | |
| 8 | P RAMACHANDRAN | ED | Member | 25-May-2017 | |
| 9 | R.DORAISWAMY | ED | Member | 25-May-2017 | |
| 10 | D.RAJESHKUMAR | ED | Chairperson | 11-Nov-2014 | |

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

d. Nomination and Remuneration Committee

| Sr. | Name of the Director | Category | Chairperson/Membership | Appointment | Cessation Date |
|-----|----------------------|----------|------------------------|-------------|----------------|
| No. | | | | Date | |
| 1 | V.SANKARAN | ID | Chairperson | 29-Sep-2006 | |
| 2 | L VENKATAPATHY | ID | Member | 29-Sep-2006 | |
| 3 | P K SHAH | ID | Member | 07-Feb-2014 | |

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

iii. 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 | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|--------------------------------|--|
| 09-Nov-2019 | 06-Feb-2020 | Yes | 13 | 7 |
| | | | | |

| Company Remarks | |
|---|----|
| Maximum gap between any two consecutive (in number of | 88 |
| days) | |

iv. Meeting of Committees

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|--------------------------|--|--|---|-----------------------------------|---|
| Audit Committee | 09-Nov-2019 | 05-Feb-2020 | Yes | 4 | 4 |
| Stakeholders | 31-Dec-2019 | 20-Mar-2020 | Yes | 3 | 2 |

| Relationship Committee | | | | |
|---------------------------|-------------|-----|---|---|
| Risk Management | 06-Feb-2020 | Yes | 5 | 2 |
| Committee | 00100 2020 | 100 | | _ |
| Nomination & | 06-Feb-2020 | Yes | 3 | 3 |
| Remuneration | | | | |
| Committee | | | | |

| Company Remarks | |
|-------------------------------|----|
| Maximum gap between any | 87 |
| two consecutive (in number of | |
| days) [Only for Audit | |
| Committee] | |

v. Related Party Transactions

| Subject | Compliance status Remark (Yes/No/NA) |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |

| Disclosure of notes on related | |
|---------------------------------|--|
| party transactions and | |
| Disclosure of notes of material | |
| related party transactions | |

VI. 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 100 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:

| %aff | irm(| $^{\sim}$ | mm | an | te0 | <u>_</u> |
|--------|------|-----------|----|-----|-----|----------|
| /oaiii | | Ju | | ıen | LO/ | o |

Name : %affirmName%
Designation : %affirmDesignation%

ANNEXURE II

Format 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 | | | | | | |
|---|---------|---------------------|----------------|-----------|-------|--------------------------|
| Item | | mplianc | Compa | ny Remark | W | Vebsite |
| | es | tatus | - | | | |
| As per regulation 46(2) of the LODR: | | | | | | |
| Details of business | Yes | | | | ww | vw.salzergroup.com |
| Terms and conditions of appointment of | Yes | | | | | vw.salzergroup.com |
| Composition of various committees of | Yes | | | | | vw.salzergroup.com |
| Code of conduct of board of directors and | Yes | | | | | vw.salzergroup.com |
| Details of establishment of vigil mechanism/ | Yes | | | | | vw.salzergroup.com |
| Criteria of making payments to non- | Yes | | | | | vw.salzergroup.com |
| Policy on dealing with related party | Yes | | | | | vw.salzergroup.com |
| Policy for determining 'material' subsidiaries | Yes | | | | | vw.salzergroup.com |
| Details of familiarization programs imparted | | | | | | vw.salzergroup.com |
| Email address for grievance redressal and | Yes | | | | | vw.salzergroup.com |
| other relevant details entity who are | _ | | | | | |
| Contact information of the designated | Yes | | | | | vw.salzergroup.com |
| Financial results | Yes | | | | | vw.salzergroup.com |
| Shareholding pattern | Yes | | | | W۷ | vw.salzergroup.com |
| Details of agreements entered into with the | Not | | | | | |
| media companies and/or their associates | | licable | | | | |
| | Yes | | | | ww | vw.salzergroup.com |
| meet and presentations madeby the listed New name and the old name of the listed | N I . (| | | | | |
| | Not | | | | | |
| Advertisements as per regulation 47 (1) | Yes | | | | | vw.salzergroup.com |
| Credit rating or revision in credit rating | Yes | | | | ww | vw.salzergroup.com |
| Separate audited financial statements of | Not | | | | | |
| As per other regulations of the LODR: | | | | | | |
| Whether company has provided information | Yes | | | | ww | vw.salzergroup.com |
| under separate section on its website as per Regulation 46(2) | 100 | | | | | |
| Materiality Policy as per Regulation 30 | Yes | | | | 14/14 | ww.salzergroup.com |
| Dividend Distribution policy as per | Not | | | | 000 | ww.saizergroup.com |
| | Yes | | | | 14/14 | vw.salzergroup.com |
| II Annual Affirmations | 11 63 | | l | | IVV V | v vv.Juizci gi Oup.coili |
| Particulars | | Regulati | on | Compl | | Company |
| | | Number | | iance | | Remark |
| | | | | status | | Kelliaik |
| Independent director(s) have been | Ţ | 16(1)(b) | & <i>25(6)</i> | Ţ. | | |
| appointed in terms of specified criteria of | | | | Yes | | |
| 'independence' and/or 'eligibility' | | | | | | |
| Board composition | | 17(1), 17 17(1B) | (1A) & | Yes | | |
| Meeting of Board of directors | | 17(2) | | Yes | | |
| Quorum of Board meeting | | 17(2A) | | Yes | | |
| Review of Compliance Reports | | 17(3) | | Yes | | |
| Plans for orderly succession for | | 17(4) | | Yes | | |
| appointments | | . , | | | | |
| Code of Conduct | | 17(5) | | Yes | | |

| Fees/compensation | 17(6) | Yes | |
|--|-------------------|----------------|--|
| Minimum Information | 17(7) | Yes | |
| Compliance Certificate | 17(8) | Yes | |
| Risk Assessment & Management | 17(9) | Yes | |
| Performance Evaluation of Independent | 17(10) | Yes | |
| Directors | () | 163 | |
| Recommendation of Board | 17(11) | Yes | |
| Maximum number of directorship | 17A | Yes | |
| Composition of Audit Committee | 18(1) | Yes | |
| Meeting of Audit Committee | 18(2) | Yes | |
| Composition of nomination & remuneration | 19(1) & (2) | Yes | |
| committee | 13(1) & (2) | res | |
| Quorum of Nomination and Remuneration | | Yes | |
| Committee meeting | 19(2A) | 163 | |
| Meeting of nomination & remuneration | . 5(=: 1) | Yes | |
| committee | 19(3A) | l'es | |
| Composition of Stakeholder Relationship | 20(1), 20(2) and | Yes | |
| Committee | 20(2A) | | |
| Meeting of stakeholder relationship | | Yes | |
| committee | 20(3A) | | |
| Composition and role of risk management | 21(1),(2),(3),(4) | Yes | |
| committee | ()/()/(-//() | | |
| Meeting of Risk Management Committee | | Yes | |
| | 22 | | |
| Vigil Mechanism | 22 | Yes | |
| Policy for related party Transaction | 23(1),(1A),(5),(6 | Yes | |
| Prior or Omnibus approval of Audit | 23(2), (3) | Yes | |
| Committee for all related party | (), () | | |
| Approval for material related party | 23(4) | Yes | |
| transactions | | | |
| Disclosure of related party transactions on | 23(9) | Yes | |
| consolidated basis | | | |
| Composition of Board of Directors of | 24(1) | Not Applicable | |
| unlisted material Subsidiary | | | |
| Other Corporate Governance | 24(2),(3),(4),(5) | Yes | |
| requirements with respect to subsidiary of | & (6) | | |
| Annual Secretarial Compliance Report | | Yes | |
| | 24(A) | | |
| Alternate Director to Independent Director | 25(1) | Not Applicable | |
| | | | |
| Maximum Tenure | 0.5(0) | Yes | |
| | 25(2) | | |
| Meeting of independent directors | 25(3) & (4) | Yes | |
| Familiarization of independent directors | 25(7) | Yes | |
| Declaration from Independent Director | 25(8) & (9) | Yes | |
| D & O Insurance for Independent | 25(10) | Yes | |
| Memberships in Committees | 26(1) | Yes | |
| Affirmation with compliance to code of | 26(3) | | |
| conduct from members of Board of | | Vos | |
| Directors and Senior management | | Yes | |
| personnel Disclosure of Shareholding by Non | 20(4) | | |
| Disclosure of Shareholding by Non- | 26(4) | Yes | |
| Executive Directors | | | |

| directors and senior management | Policy with respect to Obligations of | 26(2) & 26(5) | Yes | |
|---------------------------------|---------------------------------------|---------------|-----|--|
| | directors and senior management | | | |

| 041 1 6 41 | |
|--------------------|--|
| Other Information | |
| • mior mirorimanon | |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **- Yes**

| Other Information | |
|-------------------|--|

Name : S BASKARASUBRAMANIAN

Designation : Company Secretary & Compliance Officer