

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Precot Meridian Limited
2. Quarter ending - 31-Mar-2017

| I. Composition of Board of Directors                          |                      |          |            |   |                         |                       |            |  |  |  |
|---|----------------------|----------|------------|---|-------------------------|-----------------------|------------|--|--|--|
| T<br>i<br>t<br>l<br>e<br>(<br>M<br>r<br>.<br>/<br>M<br>s<br>) | Name of the Director | DIN      | PAN        | Cate<br>gory<br>(Chai<br>rpers<br>on<br>/Exec<br>utive/<br>Non-<br>Execut<br>ive/<br>Indepe<br>ndent/<br>Nomin<br>ee) | Date of Appoint<br>ment | Date of cessati<br>on | Tenu<br>re | No of Directors<br>hip in<br>listed<br>entities<br>including<br>this<br>listed<br>entity | No of membersh<br>ips in<br>Audit/<br>Stakehold<br>er<br>Committe<br>e(s)<br>including<br>this<br>listed<br>entity | No of<br>post of<br>Chairper<br>son in<br>Audit/<br>Stakehol<br>der<br>Committ<br>ee held<br>in listed<br>entities<br>includin<br>g this<br>listed<br>entity |
| Mr.   | Sarath Chandran      | 00001885 | AKIPS5713N | C & ED  |                         |                       |            | 2  | 2  | 0  |
| Mr.   | Ashwin Chandran      | 00001884 | ABTPC8942M | ED  |                         |                       |            | 1  | 0  | 0  |
| Mr.   | Prashanth Chandran   | 01909559 | AIKPP6481G | ED  |                         |                       |            | 1  | 1  | 0  |
| Mr.   | Vijay Mohan          | 00001843 | AATPM1202F | NED   |                         |                       |            | 2  | 1  | 0  |
| Mr.   | Sumanth Ramamurthi   | 00002773 | ALMPS1683A | ID  | 01-Jun-2014             | 31-May-2019           | 5          | 2  | 1  | 1  |
| Mr.   | Jairam Varadaraj     | 00058056 | AAZPJ2601H | ID  | 01-Jun-2014             | 31-May-2019           | 5          | 5  | 3  | 1  |
| Mr.   | Vijay Venkatasamy    | 00002906 | ABKPV6163C | ID  | 01-Jun-2014             | 31-May-2017           | 3          | 2  | 2  | 0  |
| Mr.   | C N Srivatsan        | 00002194 | ABSPN8015P | ID  | 01-Jun-2014             | 31-May-2019           | 5          | 2  | 3  | 2  |
| Mr.   | Suresh Jagannathan   | 00011326 | ACBPJ1194K | ID  | 01-Jun-2014             | 31-May-2018           | 4          | 4  | 2  | 0  |
| Mrs.  | R Bhuvaneshwari      | 01628512 | ADOPB4127E | ID  | 01-Jun-2014             | 31-May-2019           | 5          | 2  | 0  | 0  |

For Precot Meridian Ltd

  
Company Secretary

## II. Composition of Committees

| Audit Committee |                      |          |                        |
|-----------------|----------------------|----------|------------------------|
| Sr. No.         | Name of the Director | Category | Chairperson/Membership |
| 1               | Vijay Venkatasamy    | NED, ID  | Member                 |
| 2               | C N Srivatsan        | NED, ID  | Chairperson            |
| 3               | Jairam Varadaraj     | NED, ID  | Member                 |

| Stakeholders Relationship Committee |                      |          |                        |
|-------------------------------------|----------------------|----------|------------------------|
| Sr. No.                             | Name of the Director | Category | Chairperson/Membership |
| 1                                   | Sarath Chandran      | C & ED   | Member                 |
| 2                                   | Prashanth Chandran   | ED       | Member                 |
| 3                                   | Sumanth Ramamurthi   | NED, ID  | Chairperson            |

| Risk Management Committee |                      |          |                        |
|---------------------------|----------------------|----------|------------------------|
| Sr. No.                   | Name of the Director | Category | Chairperson/Membership |
| 1                         | C N Srivatsan        | NED, ID  | Member                 |
| 2                         | Ashwin Chandran      | ED       | Chairperson            |
| 3                         | Prashanth Chandran   | ED       | Member                 |
| 4                         | M R Siva Shankar     | CFO      | Member                 |
| 5                         | R Nithya Prabhu      | CS       | Member                 |

| Nomination and Remuneration Committee |                      |          |                        |
|---------------------------------------|----------------------|----------|------------------------|
| Sr. No.                               | Name of the Director | Category | Chairperson/Membership |
| 1                                     | Jairam Varadaraj     | NED, ID  | Member                 |
| 2                                     | Vijay Venkatasamy    | NED, ID  | Chairperson            |
| 3                                     | C N Srivatsan        | NED, ID  | Member                 |

| 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 | Maximum gap between any two consecutive (in number of days) |
| 04-Nov-2016   | 20-Jan-2017   | 76  |
|   | 24-Mar-2017   |   |

| IV. Meeting of Committees           |   |   |   |   |
|-------------------------------------|---|---|---|---|
| Name of the 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 (in number of days) |
| Audit Committee                     | 20-Jan-2017   | 3   | 04-Nov-2016   | 76  |
| Stakeholders Relationship Committee | 31-Mar-2017   | 2   | 31-Dec-2016   |   |
| Nomination & Remuneration Committee | 20-Jan-2017   | 3   |   |   |

For Precot Meridian Ltd

  
Company Secretary

| <b>V. Related Party Transactions</b>   |                                      |
|--|--------------------------------------|
| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b> |
| Whether prior approval of audit committee obtained   | Yes                                  |
| Whether shareholder approval obtained for material RPT   | Not Applicable                       |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                                  |

#### 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) - **Not applicable**
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:

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Name : R Nithya Prabhu  
 Designation : Company Secretary & Compliance Officer

For Precot Meridian Ltd

  
 Company Secretary

## 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  | Compliance status<br>(Yes/No/NA) |                                  |
| 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/ 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  | Yes                              |                                  |
| 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   | Not Applicable                   |                                  |
| New name and the old name of the listed entity  | Not Applicable                   |                                  |
| II Annual Affirmations  |                                  |                                  |
| Particulars   | Regulation Number                | Compliance status<br>(Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'                       | 16(1)(b) & 25(6)                 | Yes                              |
| Board composition   | 17(1)                            | Yes                              |
| Meeting of Board of directors   | 17(2)                            | Yes                              |
| Review of Compliance Reports  | 17(3)                            | Yes                              |
| Plans for orderly succession for appointments   | 17(4)                            | Yes                              |
| 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 Directors   | 17(10)                           | Yes                              |
| Composition of Audit Committee  | 18(1)                            | Yes                              |
| Meeting of Audit Committee  | 18(2)                            | Yes                              |
| Composition of nomination & remuneration committee  | 19(1) & (2)                      | Yes                              |
| Composition of Stakeholder Relationship Committee   | 20(1) & (2)                      | Yes                              |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)                | Yes                              |
| Vigil Mechanism   | 22                               | Yes                              |
| Policy for related party Transaction  | 23(1),(5),(6),(7) & (8)          | Yes                              |

For Precot Meridian Ltd

  
 Company Secretary

|   |                         |                |
|---|-------------------------|----------------|
| Prior or Omnibus approval of Audit Committee for all related party  | 23(2), (3)              | Yes            |
| Approval for material related party transactions  | 23(4)                   | Not Applicable |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                   | Yes            |
| Other Corporate Governance requirements with respect to subsidiary  | 24(2),(3),(4),(5) & (6) | Yes            |
| Maximum Directorship & Tenure   | 25(1) & (2)             | Yes            |
| Meeting of independent directors  | 25(3) & (4)             | Yes            |
| Familiarization of independent directors  | 25(7)                   | Yes            |
| Memberships in Committees   | 26(1)                   | Yes            |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                   | Yes            |
| Disclosure of Shareholding by Non-Executive Directors   | 26(4)                   | Yes            |
| Policy with respect to Obligations of directors and senior  | 26(2) & 26(5)           | Yes            |

### 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

Name : R Nithya Prabhu  
Designation : Company Secretary & Compliance Officer

For Precot Meridian Ltd

  
Company Secretary