

#### GENERAL INFORMATION ABOUT COMPANY

Scrip Code : 542867

NSE Symbol : CSBBANK

MSEI Symbol : NOTLISTED

: INE679A01013

Name of the Entity : CSB Bank Limited

Date of Start of Financial Year : 01-04-2023

Date of END of Financial Year : 31-03-2024

Reporting Quarter : YEARLY

Date of Report : 31-03-2024

Risk Management Committee : Applicable

Market capitalisation as per immediate previous Financial Year : Top 1000 listed entities



Name of the Entity: **CSB BANK LIMITED** Period Ending: **March 31, 2024** 

Annexure I

I.	I. Composition of Board of Directors																					
Sr	Title (Mr / Ms)	Name of the Director	PAN & DIN	Category 1 of directors	Catego ry 2 of directo rs	ry 3 of	Birth	Whether the Director is disqualified (If Yes Start and End date of Disqualification with details)	ent Stat us (Acti ve/ Inact ive)	Wheth er Special Resolut ion is passed ? (Ref. Reg 17 (1A)of Listing Regula tions	e of pas sin g Spe cial Res olu tio	Initial Date of appointme nt	Date of Re- appointme nt	Date of cessa tion	Tenu re of Dire ctor in Mon ths <sup>@</sup>	hip in listed entities includin g CSB Bank Limited [in	including CSB Bank Limited [in reference to proviso	membershi ps in Audit/ Stakeholde r	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including CSB Bank Limited (Refer Regulation 26(1) of Listing Regulations)	on for Cess ation	No tes for not pr ovi din g PA N	No tes for not pr ovi din g DI N
1.	Ms.	Bhama Krishnamurthy	AAPPK0 269A 02196839	Non- Executive - Independent Director	Chairpe rson	-	19.12.1954	No	Active	N.A		September 29, 2018	September 29, 2021	NA	66	6	6	ACB - 6 SRC - 1	ACB - 0 $SRC - 0$	NA	N.A	N.A
2.	Mr.	Pralay Mondal	ADNPM5 725C 00117994	Executive Director	N.A	CEO -MD	17.10.1965	No	Active	N.A		September 15, 2022	NA	NA	NA	1	0	ACB - 0 SRC - 1	ACB - 0 SRC - 0	NA	N.A	N.A
3.	Mr	Bellur Krishna Bhat Divakara	ACVPD3 341E 06439053	Executive Director	N.A	-	17.07.1960	No	Active	N.A		March 15, 2024	NA	NA	NA	1	0	ACB - 0 SRC -0	ACB -0 SRC - 0	NA	N.A	N.A
4.	Mr.	Madhavan Menon	AAGPM4 373G 00008542	Non- Executive - Non Independent Director	N.A	-	12.02.1955	No	Active	N.A		September 3, 2018	August 8, 2023	NA	NA	2	0	ACB - 1 SRC - 1	ACB - 0 SRC - 0	NA	N.A	N.A



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5.	Mr.	Sumit	AJWPM7	Non-	N.A	-	27.11.1982	No	Active	N.A	September	September	NA	NA	3	0	ACB - 3	ACB - 0	NA	N.A	N.A
		Maheshwari	658P	Executive -							3, 2018	27, 2022									
			06920646	Non													SRC - 0	SRC – 0			
				Independent																	
				Director																	
6.	Ms.	Sharmila	AETPK7	Non-	N.A	-	08.04.1965	No	Active	N.A	July 20,	July 20,	NA	44	4	4	ACB - 6	ACB - 3	NA	N.A	N.A
		Abhay Karve	563H	Executive –							2020	2023									
			05018751	Independent													SRC - 2	SRC – 1			
				Director																	
7.	Mr.	Choksey	AAHPC1	Non-	N.A	-	31.01.1954	No	Active	N.A	March 30,	January 31,	NA	36	4	3	ACB –3	ACB –2	NA	N.A	N.A
		Sudhin	433E	Executive –							2021	2024									
		Bhagwandas	00036085	Independent													SRC - 3	SRC -1			
				Director																	
8.	Mr.	Sunil	AMOPS9	Non-	N.A	-	21.03.1958	No	Active	N.A	June 08,	NA	NA	33	2	2	ACB - 2	ACB - 1	NA	N.A	N.A
		Srivastav	996H	Executive –							2021										
			00237561	Independent													SRC - 1	SRC - 0			
				Director																	
9	Mr.	Sharad	AANPS8	Non-	N.A	-	10.10.1962	No	Active	N.A	February	NA	NA	25	1	1	ACB - 1	ACB - 0	NA	N.A	N.A
		Kumar	052M	Executive –							19, 2022										
		Saxena	08238872	Independent													SRC - 0	SRC-0			
				Director																	
10	Mr	Biswamohan	ABKPM7	Non-	N.A	-	03.08.1954	No	Active	N.A	June 20,	NA	NA	9	1	1	ACB-1	ACB-0	NA	N.A	N.A
		Mahapatra	949M	Executive –							2023										
		•	06990345	Independent													SRC-1	SRC-0			
			00770313	Director													Site 1	Site o			
11	Ms	Renu Kohli	AIOPK97	Non-	N.A	-	26.04.1960	No	Active	N.A	December	NA	NA	3	1	1	ACB -0	ACB -0	NA	N.A	N.A
			42K	Executive –							14, 2023										
			07981627	Independent							•						SRC -0	SRC -0			
				Director																	

Committee Membership & chairmanship of high value debt listed companies are not considered while determining the director's membership and chairmanship.

1.	Whether listed entity has a Regular chairperson	Yes
2.	Whether Chairperson is related to MD or CEO	No

<sup>&</sup>lt;sup>®</sup> Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



Name of Committee	Whether Regular chairperson appointed	Name of Committee members	DIN	Category (Chairperson/Executive/Non- Executive/ Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Sharmila Abhay Karve	05018751	Chairperson, Independent Director	20.08.2020	
		Mr. Madhavan Karunakaran Menon	00008542	Non-executive Director	13.12.2018	
		Mr. Sharad Kumar Saxena	08238872	Independent Director	21.02.2022	
		Mr. Biswamohan Mahapatra	06990345	Independent Director	08.07.2023	
2. Nomination & Remuneration Committee	Yes	Mr. Sharad Kumar Saxena	08238872	Chairperson, Independent Director	22.07.2022	
		Mr. Sumit Maheshwari	06920646	Non-executive Director	08.07.2023	
		Ms. Bhama Krishnamurthy	02196839	Independent Director	13.12.2018	
		Ms. Sharmila Abhay Karve	05018751	Independent Director	22.07.2022	
		Mr. Biswamohan Mahapatra	06990345	Independent Director	08.07.2023	
		Ms. Renu Kohli	07981627	Independent Director	16.03.2024*	
3. Risk Management Committee	Yes	Mr. Biswamohan Mahapatra	06990345	Chairman, Independent Director	08.07.2023	
-		Mr. Sudhin Choksey	00036085	Independent Director	22.07.2022	
		Mr. Pralay Mondal	00117994	Executive Director	01.04.2022	
		Mr. Madhavan Karunakaran Menon	00008542	Non-executive Director	29.09.2018	
		Mr. Sharad Kumar Saxena	08238872	Independent Director	01.07.2022	
		Ms. Bhama Krishnamurthy	02196839	Independent Director	25.03.2019	
		Ms. Renu Kohli	07981627	Independent Director	16.03.2024*	
4. Stakeholders Relationship Committee	Yes	Mr. Sudhin Choksey	00036085	Chairperson, Independent Director	29.04.2021	
-		Mr. Pralay Mondal	00117994	Executive Director	01.04.2022	
		Mr. Madhavan Karunakaran Menon	00008542	Non-executive Director	06.07.2021	
		Mr. Biswamohan Mahapatra	06990345	Independent Director	08.07.2023	
5.Corporate Social Responsibility Committee	Yes	Ms. Bhama Krishnamurthy	02196839	Chairperson, Independent Director	06.07.2021	
		Mr. Pralay Mondal	00117994	Executive Director	01.04.2022	
		Mr. Sumit Maheshwari	06920646	Non–executive Director	13.12.2018	
		Mr. Sudhin Choksey	00036085	Independent Director	29.04.2021	
		Ms. Renu Kohli	07981627	Independent Director	16.03.2024*	

<sup>\*</sup> Appointed as a member of the Committee with effective from March 16, 2024.



III. Meetings of Board of Directors	Maximum gap	N-4 f	Whether	T-4-1	Name 1 and 5 Diversion and 4	Name of States and and
Date(s) of Meeting (Enter dated of Previous and current quarter in chronological order	between any two consecutive meetings (in number of days)	Notes for not providing dates	requirement of Quorum met (Yes/No)	Total number of Directors as on the date of the meeting	Number of Directors present* (All Directors including Independent Directors)	Number of independent directors attending the meeting*
20.10.2023		N.A	Yes	9	8	6
14.12.2023	54	N.A	Yes	9	6	4
29.01.2024	45	N.A	Yes	10	10	7
15.03.2024	45	N.A	Yes	10	10	7
* to be filled in only for the current quarter meetings						

IV. Meetings of Committees									
Name of Committee	Date(s) of Meeting (Enter dates of Previous and current quarter in chronological order	Maximum gap between any two consecutive meetings (in number of days)	Name of Other Committee	Reason for not providing date	requirement of	Total number of Directors as on the date of the meeting	Number of Directors Present (All directors including Independent Directors)	Number of independent directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	16.10.2023			N.A	Yes	4	4	3	0
Audit Committee	20.10.2023	3		N.A	Yes	4	4	3	0
Audit Committee	14.12.2023	54		N.A	Yes	4	4	3	0
Audit Committee	29.01.2024	45		N.A	Yes	4	4	3	0
Audit Committee	02.02.2024	3		N.A	Yes	4	4	3	0
Audit Committee	15.03.2024	41		N.A	Yes	4	4	3	0
Audit Committee	18.03.2024	2		N.A	Yes	4	4	3	0
Nomination & Remuneration Committee	20.10.2023			N.A	Yes	5	4	4	0
Nomination & Remuneration Committee	28.11.2023	38		N.A	Yes	5	4	4	0
Nomination & Remuneration Committee	14.12.2023	15		N.A	Yes	5	4	4	0
Nomination & Remuneration Committee	08.01.2024	24		N.A	Yes	5	5	4	0
Nomination & Remuneration Committee	29.01.2024	20		N.A	Yes	5	5	4	0
Nomination & Remuneration Committee	15.03.2024	45		N.A	Yes	5	4	3	0



Stakeholders Relationship Committee	07.12.2023		N.A	Yes	4	3	1	0
Stakeholders Relationship Committee	15.03.2024	98	N.A	Yes	4	4	2	0
Risk Management Committee	20.10.2023		N.A	Yes	6	6	4	0
Risk Management Committee	07.12.2023	47	N.A	Yes	6	5	3	0
Risk Management Committee	26.02.2024	80	N.A	Yes	6	6	4	0
Corporate Social Responsibility Committee	14.12.2023		N.A	Yes	4	2	1	0
Corporate Social Responsibility Committee	07.03.2024	83	N.A	Yes	4	4	2	0

# ANNEXURE I

V. Related Party Transactions		
Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
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 the Audit Committee	Yes	
Disclosure of note on related party transactions		
Disclosure of note on material transaction with related party		



#### VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & Remuneration Committee
  - c) Stakeholders Relationship Committee
  - d) Risk management committee (applicable to the top 1000 listed entities)
- 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.
- 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.
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of the board of directors may be mentioned here: Nil

Name: Sijo Varghese

**Designation: Company Secretary and Compliance Officer** 

Place: Thrissur Date: 19.04.2024



# 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											
Sr	Item	Complianc e status (Yes/No/ NA)	If status is "No" details of non- compliance may be given here	Web address							
1	Details of business	Yes	3	https://www.csb.co.in/about-us							
2	Terms and conditions of appointment of independent directors	Yes		https://www.csb.co.in/pdf/Independent- Directors Terms and Conditions.pdf							
3	Composition of various committees of board of directors	Yes		https://www.csb.co.in/pdf/List of Sub Committees of the Board we f 16032024.pdf							
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.csb.co.in/sites/default/files/annexure- Il 2 code of conduct ethics for directors.pdf							
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.csb.co.in/pdf/Whistle_Blower_Policy-2024_16022024.pdf							
6	Criteria of making payments to non-executive directors	Yes		https://www.csb.co.in/pdf/Remuneration-criteria-for-Non-Executive- or-Independent-Directors-27042022pdf							
7	Policy on dealing with related party transactions	Yes		https://www.csb.co.in/sites/default/files/annexure- V 6 policy on dealing with related party transaction.pdf							
8	Policy for determining 'material' subsidiaries	Yes		https://www.csb.co.in/sites/default/files/annexure-  l 1 policy for determining material subsidiaries.pdf							
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.csb.co.in/pdf/Disclosure on Familiarisation Programmes for Board of Directors 22032024.pdf							
10	Email address for grievance redressal and other relevant details	Yes		https://www.csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf							
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.csb.co.in/pdf/Shareholders-Assistance-invest-corner.pdf							
12	Financial results	Yes		https://www.csb.co.in/investor-relations → Financial Results							



13	Shareholding pattern	Yes	<u>https://www.csb.co.in/investor-relations</u> → Corporate Governance →
			Shareholding Pattern
14	Details of agreements entered into with the media companies and/or their	NA	
14		IVA	
	associates		
15.1	Schedule of analyst or institutional investor meet and presentations made by	Yes	<u>https://www.csb.co.in/investor-relations</u> → Intimations to Stock
	the listed entity to analysts or institutional investors simultaneously with		Exchanges → Investor Presentations and Earnings Call
	submission to stock exchange		
15.2	Audio or video recordings and transcripts of post earnings/quarterly call	Yes	https://www.csb.co.in/investor-relations → Investor Presentation
16	New name and the old name of the listed entity	NA	
17	Advertisements as per regulation 47 (1)	Yes	<u>https://www.csb.co.in/investor-relations</u> → Intimations to Stock
			Exchanges
18	Credit rating or revision in credit rating obtained	Yes	https://www.csb.co.in/investor-relations → Intimations to Stock
			Exchanges
19	Separate audited financial statements of each subsidiary of the listed entity in	NA	
	respect of a relevant financial year		
20	Secretarial Compliance report	Yes	https://www.csb.co.in/investor-relations → Corporate Governance →
20	Whether company has provided information under separate section on its	103	Annual Secretarial Compliance Report
	1 7 1		Annual Secretarial Compliance Report
	website as per Regulation 46(2)		
21	Materiality Policy as per Regulation 30(4)	Yes	https://www.csb.co.in/pdf/POLICY ON DETERMINATION OF MATERIA
			LITY_OF_EVENTS_29092023.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of	Yes	https://www.csb.co.in/pdf/Details_of_Key_Managerial_Personnel_for_
	determining materiality as required under regulation 30(5)		the purpose of determining materiality of events and making discl
			osures to stock exchanges 29092023.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.csb.co.in/investor-relations   Intimations to Stock
		1 00	Exchanges
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	Exertanges
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.csb.co.in/sites/default/files/annexure-
			IX 17 dividend distribution policy.pdf



26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.csb.co.in/pdf/Annexure-5_16072023.pdf
27	Confirmation that the above disclosures are in a separate section as specified	Yes	https://www.csb.co.in/investor-relations
	in regulation 46(2)		
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on	Yes	https://www.csb.co.in/investor-relations
	the website and timely updating		
29	Disclosure of notes on website in terms of Listing Regulations explanatory	NA	
	(Text Block)		

II A	nnual Affirmations			
Sr	Particulars	Regulation Number	Complia nce 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(1C),	Yes	
		17(1D) & 17(1E)		
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	
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   Role of Audit Committee and information to be reviewed by the Audit Committee   18(3)   Yes   18   Composition of Nomination & Remuneration Committee   19(1) & (2)   Yes   19   Quorum of Nomination & Remuneration Committee   19(1) & (2)   Yes   19   Quorum of Nomination & Remuneration Committee   19(2A)   Yes   19   Quorum of Nomination & Remuneration Committee   19(3A)   Yes   19   Quorum of Nomination & Remuneration Committee   19(3A)   Yes   19   Ye					
15   Composition of Audit Committee   18(1)   Yes	13	Recommendation of Board	17(11)	Yes	
16   Meeting of Audit Committee   18(2)   Yes     17   Role of Audit Committee and information to be reviewed by the Audit Committee   18(3)   Yes     18   Composition of Nomination & Remuneration Committee   19(1) & (2)   Yes     19   Quorum of Nomination & Remuneration Committee   19(2A)   Yes     20   Meeting of Nomination & Remuneration Committee   19(3A)   Yes     21   Role of Nomination & Remuneration Committee   19(4)   Yes     22   Composition of Stakeholder Relationship Committee   20(1), 20(2) and 20(2A)   Yes     23   Meeting of Stakeholder Relationship Committee   20(3A)   Yes     24   Role of Stakeholder Relationship Committee   20(4)   Yes     25   Composition and role of Risk Management Committee   21(1),(2),(3),(4)   Yes     26   Meeting of Risk Management Committee   21(3A)   Yes     27   Quorum of Risk Management Committee   21(3A)   Yes     28   Gap between the meetings of the Risk Management Committee   21(3C)   Yes     29   Vigil Mechanism   22   Yes     30   Policy for related party Transaction   23(1),(1A),(5),(6),(7) & (8)   Yes     31   Prior or Omnibus approval of Audit Committee for all related party transactions   23(2),(3)   Yes     32   Approval for material related party transactions   23(4)   Yes     33   Disclosure of related party transactions   23(4)   Yes     34   Composition of Board of Directors of unlisted material Subsidiary   24(1)   NA     35   Other Corporate Governance requirements with respect to subsidiary of listed entity   24(2),(3),(4),(5) & (6)   NA     36   Alternate Director to Independent Director through special resolution or the alternate   25(2A)   Yes     38   Meeting of independent directors   25(7)   Yes     39   Meeting of independent directors   25(7)   Yes	14	Maximum number of directorships	17A	Yes	
17   Role of Audit Committee and information to be reviewed by the Audit Committee   18(3)   Yes	15	Composition of Audit Committee	18(1)	Yes	
18   Composition of Nomination & Remuneration Committee   19(1) & (2)   Yes   19   Quorum of Nomination and Remuneration Committee meeting   19(2A)   Yes	16		18(2)	Yes	
19   Quorum of Nomination and Remuneration Committee meeting   19(2A)   Yes	17	Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes	
Meeting of Nomination & Remuneration Committee   19(3A)   Yes	18	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Role of Nomination & Remuneration Committee   19(4)   Yes	19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
22Composition of Stakeholder Relationship Committee20(1), 20(2) and 20(2A)Yes23Meeting of Stakeholder Relationship Committee20 (3A)Yes24Role of Stakeholder Relationship Committee20(4)Yes25Composition and role of Risk Management Committee21(1),(2),(3),(4)Yes26Meeting of Risk Management Committee21(3A)Yes27Quorum of Risk Management Committee meeting21(3B)Yes28Gap between the meetings of the Risk Management Committee21(3C)Yes29Vigil Mechanism22Yes30Policy for related party Transaction23(1),(1A),(5),(6),(7) & (8)Yes31Prior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)Yes32Approval for material related party transactions23(4)Yes33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(3) & (4)Yes39Meeting of independent directors25(3) & (4)Yes	20	Meeting of Nomination & Remuneration Committee	19(3A)	Yes	
Meeting of Stakeholder Relationship Committee   20 (3A)   Yes	21	Role of Nomination & Remuneration Committee	19(4)	Yes	
24Role of Stakeholder Relationship Committee20(4)Yes25Composition and role of Risk Management Committee21(1),(2),(3),(4)Yes26Meeting of Risk Management Committee21(3A)Yes27Quorum of Risk Management Committee meeting21(3B)Yes28Gap between the meetings of the Risk Management Committee21(3C)Yes29Vigil Mechanism22Yes30Policy for related party Transaction23(1),(1A),(5),(6),(7) & (8)Yes31Prior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)Yes32Approval for material related party transactions23(4)Yes33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Composition and role of Risk Management Committee   Committee   Composition and role of Risk Management Committee   Committe	23	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes	
26Meeting of Risk Management Committee21(3A)Yes27Quorum of Risk Management Committee meeting21(3B)Yes28Gap between the meetings of the Risk Management Committee21(3C)Yes29Vigil Mechanism22Yes30Policy for related party Transaction23(1),(1A),(5),(6),(7) & (8)Yes31Prior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)Yes32Approval for material related party transactions23(4)Yes33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(3) & (4)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	24	Role of Stakeholder Relationship Committee	20(4)	Yes	
27Quorum of Risk Management Committee meeting21(3B)Yes28Gap between the meetings of the Risk Management Committee21(3C)Yes29Vigil Mechanism22Yes30Policy for related party Transaction23(1),(1A),(5),(6),(7) & (8)Yes31Prior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)Yes32Approval for material related party transactions23(4)Yes33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate enchanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	25	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes	
28Gap between the meetings of the Risk Management Committee21(3C)Yes29Vigil Mechanism22Yes30Policy for related party Transaction23(1),(1A),(5),(6),(7) & (8)Yes31Prior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)Yes32Approval for material related party transactions on consolidated basis23(4)Yes33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	26	Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism  29 Vigil Mechanism  21 Onlicy for related party Transaction  22 Pes  30 Policy for related party Transaction  31 Prior or Omnibus approval of Audit Committee for all related party transactions  32 Approval for material related party transactions  33 Disclosure of related party transactions on consolidated basis  34 Composition of Board of Directors of unlisted material Subsidiary  35 Other Corporate Governance requirements with respect to subsidiary of listed entity  36 Alternate Director to Independent Director  37 Maximum Tenure  38 Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism  39 Meeting of independent directors  40 Familiarization of independent directors  20 (1), (1A), (5), (6), (7) & (8)  Yes  23(1), (1A), (5), (6), (7) & (8)  Yes  23(2), (3)  Yes  23(3)  Yes  24(1)  NA  24(1)  NA  24(2), (3), (4), (5) & (6)  NA  25(1)  Yes  25(1)  Yes  25(2)  Yes  25(2)  Yes  25(2A)  Yes  40 Familiarization of independent directors  25(3) & (4)  Yes	27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
Policy for related party Transaction  Policy for related party Transaction  Prior or Omnibus approval of Audit Committee for all related party transactions  Approval for material related party transactions  Composition of Board of Directors of unlisted material Subsidiary  Composition of Board of Directors of unlisted material Subsidiary  Presided Party transactions on consolidated basis  Presided Party transac	28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
31Prior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)Yes32Approval for material related party transactions23(4)Yes33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	29	Vigil Mechanism	22	Yes	
Approval for material related party transactions  23(4)  Yes  3 Disclosure of related party transactions on consolidated basis  23(9)  Yes  3 Composition of Board of Directors of unlisted material Subsidiary  24(1)  NA  3 Other Corporate Governance requirements with respect to subsidiary of listed entity  3 Alternate Director to Independent Director  3 Maximum Tenure  3 Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism  3 Meeting of independent directors  3 Meeting of independent directors  4 Ses  5 Ses  5 Ses  6 Ses  7 Ses  7 Ses  7 Ses  8 Appointment or removal of an Independent Director through special resolution or the alternate mechanism  3 Meeting of independent directors  4 Ses  5 Ses  5 Ses  6 Ses  7 Ses  7 Ses  7 Ses  8 Ses  7 Ses  8 Ses  9 Ses	30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
33Disclosure of related party transactions on consolidated basis23(9)Yes34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
34Composition of Board of Directors of unlisted material Subsidiary24(1)NA35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	32	Approval for material related party transactions	23(4)	Yes	
35Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)NA36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
36Alternate Director to Independent Director25(1)Yes37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
37Maximum Tenure25(2)Yes38Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism25(2A)Yes39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism  Meeting of independent directors  Meeting of independent directors  Testing a special resolution or the alternate special resolution special resolution or the alternate special resolution	36	Alternate Director to Independent Director	25(1)	Yes	
mechanism25(3) & (4)Yes39 Meeting of independent directors25(3) & (4)Yes40 Familiarization of independent directors25(7)Yes	37	Maximum Tenure	25(2)	Yes	
39Meeting of independent directors25(3) & (4)Yes40Familiarization of independent directors25(7)Yes	38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate	25(2A)	Yes	
40 Familiarization of independent directors 25(7) Yes		mechanism			
	39	Meeting of independent directors	25(3) & (4)	Yes	
41 Declaration from Independent Director 25(8) & (9) Yes	40	Familiarization of independent directors	25(7)	Yes	
	41	Declaration from Independent Director	25(8) & (9)	Yes	



42	D & O insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any	other information to be provided			

Name: Sijo Varghese

**Designation: Company Secretary and Compliance Officer** 

**Place: Thrissur** 

Date: 19.04.2024



#### ANNEXURE I

VI. Details of Cyber Security Incidence			
Subject	Details (Yes/No)		
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or	No		
loss of data or documents during the quarter.			
Date of the event			
Brief details of the event			

#### **III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied: **Not Applicable** 

Name: Sijo Varghese

**Designation: Company Secretary and Compliance Officer** 

Place : Thrissur Date : 19.04.2024



## Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

### **Half year ending – 31.03.2024**

# I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NA	NA	
Promoter Group or any other entity controlled by them	NA	NA	
Directors (including relatives) or any other entity controlled by them	NA	NA	
KMPs or any other entity controlled by them	NA	NA	

B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (Cash, Shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

D) Additional Information: Nil

#### II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.