## Quarterly Compliance Report on Corporate Governance (Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

### I. Composition of Board of Directors

<table>
<thead>
<tr>
<th>Title (Mr./Ms.)</th>
<th>Name of the Director</th>
<th>DIN</th>
<th>Category</th>
<th>Date of Appointment in the current term</th>
<th>Tenure*</th>
<th>No of Directorship in listed entities including this listed entity (Refer Reg 25(1) of Listing Regulations)</th>
<th>No of membership in Audit/Stakeholder committee(s) including this listed entity (Refer Reg 26(1) of Listing Regulations)*@</th>
<th>No of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Reg 26(1) of Listing Regulations)*@</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. L Ganesh</td>
<td>00012583</td>
<td>Chairman, Non-Executive, Promoter</td>
<td>01-Apr-08</td>
<td>NA</td>
<td>6</td>
<td>1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Vinay Lakshman</td>
<td>07295820</td>
<td>Managing Director</td>
<td>01-Oct-15</td>
<td>NA</td>
<td>1</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. L Lakshman</td>
<td>00012554</td>
<td>Non-Executive, Promoter</td>
<td>20-Jul-15</td>
<td>NA</td>
<td>6</td>
<td>4</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Harish Lakshman</td>
<td>00012602</td>
<td>Non-Executive, Promoter</td>
<td>22-Jul-14</td>
<td>NA</td>
<td>4</td>
<td>3</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. S A Murali Prasad</td>
<td>0001432</td>
<td>Independent, Non-Executive</td>
<td>22-Jul-14</td>
<td>1 Yr 11 months</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Mr. S Sandilya</td>
<td>00037542</td>
<td>Independent, Non-Executive</td>
<td>22-Jul-14</td>
<td>1 Yr 11 months</td>
<td>5</td>
<td>6</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>Mr. Anil Kumar V Epur</td>
<td>00204354</td>
<td>Independent, Non-Executive</td>
<td>22-Jul-14</td>
<td>1 Yr 11 months</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Mr. Kazuhiro Iwata</td>
<td>06875329</td>
<td>Nominee, Non-Executive</td>
<td>22-Jul-14</td>
<td>NA</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Mr. S C Gupta</td>
<td>02085086</td>
<td>Independent, Non-Executive</td>
<td>22-Jul-14</td>
<td>1 Yr 11 months</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Ms. Ranjana Kumar</td>
<td>02930881</td>
<td>Independent, Non-Executive</td>
<td>23-Jan-15</td>
<td>1 Yr 5 months</td>
<td>5</td>
<td>3</td>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

* PAN of any director would not be displayed on the website of Stock Exchange

** Category of directors means executive/non-executive/independent/nominee.

* Filled only for Independent Directors. Tenure would mean total period from which Independent director serving on Board of directors of the listed entity in continuity without any cooling off period. Tenure represents completed tenure from the date of appointment.

@ Number of membership in Audit and Stakeholders' Relationship Committee includes positions held as Chairperson.

& PAN is not available since Mr. Kazuhiro Iwata is a Foreign National.

### II. Composition of Committees

#### 1. Audit Committee

- S Sandilya
- L Ganesh
- S C Gupta
- S A Murali Prasad

- Chairman, independent, Non-Executive
- Non-Executive, Promoter
- Independent, Non-Executive

#### 2. Nomination & Remuneration Committee

- S Sandilya
- S A Murali Prasad
- S C Gupta
- L Ganesh

- Chairman, independent, Non-Executive
- Independent, Non-Executive
- Independent, Non-Executive
- Non-Executive, Promoter

#### 3. Risk Management Committee

NA

#### 4. Stakeholders' Relationship Committee

- Harish Lakshman
- L Ganesh
- Anil Kumar V Epur

- Chairman, Non-Executive, Promoter
- Non-Executive, Promoter
- Independent, Non-Executive

### Remarks:

1. Category of Directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with Comma / hyphen.
III. Meeting of Board of Directors

<table>
<thead>
<tr>
<th>Date(s) of meeting (if any) in the previous quarter / date of previous meeting</th>
<th>Date(s) of Meeting (if any) in the relevant quarter</th>
<th>Maximum gap between any two consecutive meetings in number of days</th>
</tr>
</thead>
<tbody>
<tr>
<td>22-Mar-16</td>
<td>23-May-16</td>
<td>61 days (61 days represents time gap between the board meetings held on March 22, 2016 and May 23, 2016)</td>
</tr>
<tr>
<td>28-Jan-16</td>
<td></td>
<td>NIL</td>
</tr>
</tbody>
</table>

IV. Meeting of Committees

<table>
<thead>
<tr>
<th>Name of the Committee</th>
<th>Date(s) of meeting (if any) in the previous quarter</th>
<th>Date(s) of meeting of the committee in the relevant quarter</th>
<th>Maximum gap between any two consecutive meetings in number of days &quot;</th>
<th>Whether requirement of Quorum met (details)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Committee</td>
<td>28-Jan-16</td>
<td>23 May-16</td>
<td>115 days</td>
<td>Yes (4 directors present of which 3 are Independent Directors)</td>
</tr>
<tr>
<td>Nomination and Remuneration Committee</td>
<td>28-Jan-16</td>
<td>23 May-16</td>
<td>NA</td>
<td>Yes (4 directors present of which 3 are Independent Directors)</td>
</tr>
</tbody>
</table>

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

Subject: Whether requirement of Quorum met

Date(s) of meeting (if any) in the previous quarter: 22-Mar-16
Date(s) of meeting of the committee in the relevant quarter: 23-May-16
Maximum gap between any two consecutive meetings in number of days: 115 days
Whether requirement of Quorum met (details): Yes (4 directors present of which 3 are Independent Directors)

Note:
In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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 top 100 listed entities) NA
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. This report and/or the report submitted in the previous quarter is being placed before Board of Directors. Yes

Comments:
The report of previous quarter ended March 31, 2016 was placed before the board in the meeting held on May 23, 2016.
The report for the quarter ended June 30, 2016 will be placed in the upcoming board meeting.

Verkaraman
Company Secretary
Place : Chennai
Date : July 06, 2016

Note:
Information at Table I and II above need to be necessarily given in 1st quarter of each financial year.

If status is "No" details of non-compliance may be given here.