

Quarter Ending :Mar-2023

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	NA
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson related to MD or CEO	Yes

Sr	Title (Mr/ Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					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	Notes for not providing DIN
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status												

1	Mrs	P UMAYAL	0011 0260	Executive Director,CEO- MD	No	-	-	-	Acti ve	NA	-	10-08- 1981	19-12- 2022	-	-	1	0	1	0		
2	Mr	P PALANIA PPAN	0157 7805	Executive Director,Chair person,MD	No	-	-	-	Acti ve	NA	-	15-10- 1984	19-12- 2022	-	-	1	0	1	0		
3	Mr	S RAVICHAN DRAN	0075 9455	Non- Executive - Independent Director	No	-	-	-	Acti ve	Yes	15- 07- 2021	27-08- 2010	10-12- 2019	-	39.0 0	1	1	2	2		
4	Mr	A ALAGAPP AN	0036 3600	Non- Executive - Independent Director	No	-	-	-	Acti ve	NA	-	27-09- 1996	10-12- 2019	-	39.0 0	1	1	1	0		
5	Mr	PL SUBBIAH	0213 1140	Non- Executive - Independent Director	No	-	-	-	Acti ve	NA	-	27-08- 2010	10-12- 2019	-	39.0 0	1	1	0	0		
6	Mr	A ANNAMA LAI	0062 5832	Non- Executive - Non Independent Director	No	-	-	-	Acti ve	NA	-	19-09- 1997	-	-	-	1	0	2	0		
7	Mrs	C RENUKA	0220 9915	Non- Executive - Non Independent Director	No	-	-	-	Acti ve	Yes	16- 09- 2021	30-05- 2018	-	-	-	1	0	0	0		
8	Mrs	SUJATHA SIVAKUM AR	0853 6232	Non- Executive - Independent Director	No	-	-	-	Acti ve	NA	-	14-08- 2019	-	-	43.0 0	1	1	0	0		

- [Composition of Committee](#)

Corporate Governance

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Chairperson	24-01-2012	-	-
2	00363600	A ALAGAPPAN	Non-Executive - Independent Director	Member	26-04-2022	-	-
3	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	15-04-2019	-	-

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
4	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Chairperson	24-01-2012	-	-
5	00363600	A ALAGAPPAN	Non-Executive - Independent Director	Member	26-04-2002	-	-
6	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	15-04-2019	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
7	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Chairperson	24-01-2012	-	-
8	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	15-04-2019	-	-
9	01577805	P PALANIAPPAN	Executive Director	Member	26-04-2002	-	-
10	00110260	P UMAYAL	Executive Director	Member	26-04-2002	-	-

Share Transfer Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
11	01577805	P PALANIAPPAN	Executive Director	Chairperson	-	-	-

12	00110260	P UMAYAL	Executive Director	Member	-	-	-
13	00759455	S RAVICHANDRAN	Non-Executive - Independent Director	Member	-	-	-
14	00625832	A ANNAMALAI	Non-Executive - Non Independent Director	Member	-	-	-

- [Meeting of Board of Directors](#)

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Annexure 1
III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory

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Sr	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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	10-11-2022	-	-	Yes	8.00	6	3
2	11-02-2023	92	-	Yes	8.00	7	3

- [Meeting of Committees](#)

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Annexure 1

IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory

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Sr	Name of Committee	EnterDate(s) of meeting (Enter dates of Previous quarter 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	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10 Nov 2022	-	-	-	Yes	3	1	1	1
2	Audit Committee	11 Feb 2023	92	-	-	Yes	3	1	1	1
3	Stakeholders Relationship Committee	10 Nov 2022	-	-	-	Yes	4	1	1	0
4	Stakeholders Relationship Committee	11 Feb 2023	92	-	-	Yes	4	1	1	0

5	Other Committee	11 Feb 2023	-	INDEPENDENT DIRECTOR COMMITTEE	-	Yes	4	3	3	0
6	Other Committee	15 Dec 2022	-	Share Transfer Committee	-	Yes	4	1	1	0
7	Other Committee	24 Feb 2023	70	Share Transfer Committee	-	Yes	4	1	1	0

- [Related Party Transactions](#)

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Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (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	Yes	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

- [Affirmations](#)

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Annexure I

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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	NA

6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	CS M HARISH
2.	Designation	Company Secretary and Compliance Officer

Annexure II
Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
1	Details of business	Yes	-	http://sncmindia.com
2	Terms and conditions of appointment of independent directors	Yes	-	http://sncmindia.com
3	Composition of various committees of board of directors	Yes	-	http://sncmindia.com
4	Code of conduct of board of directors and senior management personnel	Yes	-	http://sncmindia.com
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	http://sncmindia.com
6	Criteria of making payments to non-executive directors	Yes	-	http://sncmindia.com
7	Policy on dealing with related party transactions	Yes	-	http://sncmindia.com
8	Policy for determining material subsidiaries	Yes	-	http://sncmindia.com
9	Details of familiarization programmes imparted to independent directors	Yes	-	http://sncmindia.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	http://sncmindia.com
11	Email address for grievance redressal and other relevant details	Yes	-	http://sncmindia.com
12	Financial results	Yes	-	http://sncmindia.com
13	Shareholding pattern	Yes	-	http://sncmindia.com
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 submission to stock exchange	NA	-	-
16	New name and the old name of the listed entity	NA	-	-

17	Advertisements as per regulation 47 (1)	Yes	-	http://sncmindia.com
18	Credit rating or revision in credit rating obtained	NA	-	-
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	-	http://sncmindia.com
21	Materiality Policy as per Regulation 30	Yes	-	http://sncmindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-	-
23	It is certified that these contents on the website of the listed entity are correct	Yes	-	http://sncmindia.com
Disclosure of notes on website in terms of Listing Regulations explanatory		-		

- [Annual Affirmation](#)

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Annexure 2

II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is “No” details of non-compliance
1	Independent directors 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 or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	NA	-
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 and 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	-
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
23	Vigil mechanism	22	Yes	-
24	Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	-
25	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
26	Approval for material related party transactions	23(4)	Yes	-
27	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
28	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
29	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	-
30	Annual Secretarial Compliance Report	24(A)	Yes	-
31	Alternate Director to Independent Director	25(1)	NA	-
32	Maximum Tenure	25(2)	Yes	-

33	Meeting of independent directors	25(3) & (4)	Yes	-
34	Familiarization of independent directors	25(7)	Yes	-
35	Declaration from Independent Director	25(8) & (9)	Yes	-
36	D & O Insurance for Independent Directors	25(10)	Yes	-
37	Meeting of Risk Management Committee	21(3A)	NA	-
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				-

Annexure II

Name of signatory	CS M HARISH
Designation	Company Secretary and Compliance Officer

- [Affirmation](#)

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Annexure II
III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
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	CS M HARISH
2.	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
no record found				
Any other information to be provided		-		

Name of signatory	CS M HARISH
Designation of person	Company Secretary and Compliance Officer

Annexure IV
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Not Applicable
Reason for Non Applicability	Not Applicable

(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
no record found		

(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)
no record found			

(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
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no record found

(D) Additional Information

Affirmations	Compliance Status
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.	
Name	-
Designation	-
Place	-
Date	

Signatory Details:

Name of signatory	CS M HARISH
Designation of person	Company Secretary and Compliance Officer
Place	--
Date	--