

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - %companyName%
 2. Quarter ending - %quarterEnded%

i. Composition Of Board Of Director

| T i t l e (M r . / M s) | N a m e o f t h e D i r e c t o r | D I N | P A N | C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e | S u b C a t e g o r y | I n i t i a l D a t e o f A p p o i n t m e n t | D a t e o f A p p o i n t m e n t | D a t e o f c e s s a t i o n | T e n u r e | D a t e o f B i r t h | W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ? | D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n | N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y | N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y | N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y | N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y | M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y | R e m a r k s |
|---|---|-----------------------|----------------------------|--|---|--|---|---|----------------------------|---|---|--|--|--|--|--|--|---------------------------------|
| M r. | S. R a m a k r i s h n a n | 0 0 5 7 6 | A B D P S D | C,ED | | 01- A p r - 20 04 | 01- A p r - 2018 | | | 0 1- J a n - 1 9 | NA | | 1 | 0 | 0 | 0 | NRC | |

| | | | | | | | | | | | | | | | | | |
|------|--|----------|--|-----|--------|-----------------------------|---------------------|----|---------------------------------|----|--|----|----|---------------|--|--|--|
| | | 37 | 599N | | | | | 61 | | | | | | | | | |
| M r. | Rit esh S. Ra ma kri shn an | 05174818 | A K B P R 8 4 9 1 B | NED | | 30- Ma y- 20 12 | 21- Jul- 2015 | | 24- Ja n- 19 87 | NA | | 10 | 30 | AC,SC | | | |
| M r. | Leo nar d Bas il Cul as | 0434984 | A C N P C 3 2 4 9 G | NED | | 27- Sep - 19 93 | 12- Aug- 2014 | | 30- A p r- 19 45 | No | | 10 | 00 | | | | |
| M r. | Viv ek Ku ma r Sin gh | 07835635 | A E G P S 7 3 6 8 D | ED | M D | 01- Jun - 20 17 | 01- Apr- 2018 | | 11- Ju l- 19 58 | NA | | 10 | 20 | SC,RC | | | |
| M r. | S. Ra got ha ma n | 0042395 | A A F P R 6 8 3 3 B | ID | | 23- Jul- 20 04 | 20- Jul- 2018 | 60 | 10- M a y- 19 46 | NA | | 55 | 24 | AC,RC, NRC | | | |
| M r. | Ma nni l Ve nu | 00255 | A F K P M | ID | | 03- Sep - 20 10 | 20- Jul- 2018 | 60 | 23- A p r- | No | | 11 | 10 | RMC | | | |

| | | | | | | | | | | | | | | | | |
|---------|-----------------------------------|--------------------------------------|--|-----|-----------------------------|---------------------|--|------------------|---|----|--|---|---|---|---|------------|
| | go pal an | 5 7 5 | 8 7 1 9 B | | | | | 1 9 4 5 | | | | | | | | |
| M r. | D.T Jos ep h | 0 1 7 1 6 5 7 2 | A C Y P J 8 8 7 7 C | ID | 10- Sep - 20 07 | 20- Jul- 2018 | | 6 0 | 2 1- D ec - 1 9 4 5 | NA | | 1 | 1 | 1 | 1 | SC,NR C |
| M r. | Ma nm oha n Sag gi | 0 6 8 6 2 7 4 2 | A Y C P S 1 2 2 3 M | ID | 07- Ma y- 20 14 | 20- Jul- 2018 | | 6 0 | 2 2- N o v- 1 9 5 2 | NA | | 1 | 1 | 1 | 0 | AC |
| M r. | Sat ish Pill ani a | 0 3 2 3 2 1 1 2 | A B P P 1 4 9 9 N | NED | 25- Ma y- 20 18 | 25- May- 2018 | | | 0 2- F e b- 1 9 6 3 | NA | | 1 | 0 | 0 | 0 | NRC |
| M r. | De epa k She tty | 0 7 0 8 9 3 1 5 | A R V P S 5 1 1 3 Q | ID | 13- Feb - 20 18 | 20- Jul- 2018 | | 6 0 | 0 2- N o v- 1 9 5 6 | NA | | 3 | 3 | 4 | 1 | AC,RC |
| M s. | Ma ya Sin ha | 0 3 0 5 6 | A B C P S | ID | 03- Jul- 20 14 | 20- Jul- 2018 | | 6 0 | 0 9- M ar - | NA | | 2 | 2 | 4 | 1 | AC |

| | | | | | | | | | | | | | | | | | |
|---|---------------|----|----|---------|-------------|-------------|--|--|-------------|----|--|---|---|---|---|--|--|
| | | 26 | 6 | | | | | | 1 | | | | | | | | |
| | | 20 | 7 | | | | | | 9 | | | | | | | | |
| | | 6 | 2 | | | | | | 5 | | | | | | | | |
| | | | M | | | | | | 9 | | | | | | | | |
| M | Utpal Gokhale | 02 | AA | NED, ND | 07-Feb-2019 | 07-Feb-2019 | | | 22-Jan-1971 | NA | | 1 | 0 | 0 | 0 | | |
| | | 19 | 36 | | | | | | | | | | | | | | |
| | | 09 | 23 | | | | | | | | | | | | | | |
| | | 24 | H | | | | | | | | | | | | | | |

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| Company Remarks | |
| Whether Permanent chairperson appointed | Yes |
| Whether Chairperson is related to MD or CEO | No |

ii. Composition of Committees

a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------|----------|------------------------|------------------|----------------|
| 1 | Maya Sinha | ID | Chairperson | 11-Feb-2015 | |
| 2 | Ritesh S. Ramakrishnan | NED | Member | 22-Jun-2012 | |
| 3 | Deepak Shetty | ID | Member | 07-May-2018 | |
| 4 | S. Ragothaman | ID | Member | 12-Aug-2014 | |
| 5 | Manmohan Saggi | ID | Member | 12-Aug-2014 | |

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

b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|------------------------|----------|------------------------|------------------|----------------|
| 1 | D.T. Joseph | ID | Chairperson | 12-Aug-2015 | |
| 2 | Vivek Kumar Singh | ED | Member | 07-May-2018 | |
| 3 | Ritesh S. Ramakrishnan | NED | Member | 07-May-2018 | |

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

c. Risk Management Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
|---------|----------------------|----------|------------------------|------------------|----------------|

| | | | | | |
|---|--------------------|----|-------------|-------------|--|
| 1 | Deepak Shetty | ID | Chairperson | 07-May-2018 | |
| 2 | Mannil Venugopalan | ID | Member | 07-May-2018 | |
| 3 | Vivek Kumar Singh | ED | Member | 21-Apr-2005 | |
| 4 | S. Ragothaman | ID | Member | 26-Jun-2018 | |

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

d. Nomination and Remuneration Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1 | S. Ragothaman | ID | Chairperson | 12-Aug-2014 | |
| 2 | S. Ramakrishnan | C,ED | Member | 07-May-2018 | |
| 3 | D.T.Joseph | ID | Member | 26-May-2014 | |
| 4 | Satish Pillania | NED | Member | 05-Nov-2018 | |

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

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 |
|---|---|-----------------------------------|-----------------------------|---|
| 14-Nov-2019 | 22-Jan-2020 | Yes | 9 | 5 |
| | 13-Feb-2020 | Yes | 11 | 6 |

| | |
|---|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) | 68 |

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 | 14-Nov-2019 | | Yes | 4 | 4 |
| Audit Committee | 18-Dec-2019 | | Yes | 5 | 4 |
| Audit Committee | | 22-Jan-2020 | Yes | 5 | 4 |
| Audit Committee | | 13-Feb-2020 | Yes | 5 | 4 |
| Nomination & Remuneration Committee | 14-Nov-2019 | | Yes | 4 | 2 |
| Nomination & Remuneration Committee | | 13-Feb-2020 | Yes | 3 | 2 |

| | | | | | |
|-------------------------------------|-------------|-------------|-----|---|---|
| Stakeholders Relationship Committee | 14-Nov-2019 | | Yes | 2 | 1 |
| Stakeholders Relationship Committee | | 13-Feb-2020 | Yes | 3 | 1 |

| | |
|--|----|
| Company Remarks | |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 34 |

v. **Related Party Transactions**

| Subject | Compliance status (Yes/No/NA) | Remark |
|--|--------------------------------------|---------------|
| 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 | |

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|--|--|
| 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) - **No**
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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|-------------------------|
| %affirmComments% |
|-------------------------|

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 | Compliance status | Company Remark | Website |
| As per regulation 46(2) of the LODR: | | | |
| Details of business | Yes | | https://www.transworld.com |
| Terms and conditions of appointment of | Yes | | https://www.transworld.com |
| Composition of various committees of | Yes | | https://www.transworld.com |
| Code of conduct of board of directors and | Yes | | https://www.transworld.com |
| Details of establishment of vigil mechanism/ | Yes | | https://www.transworld.com |
| Criteria of making payments to non- | Yes | | https://www.transworld.com |
| Policy on dealing with related party | Yes | | https://www.transworld.com |
| Policy for determining 'material' subsidiaries | Yes | | https://www.transworld.com |
| Details of familiarization programs imparted | Yes | | https://www.transworld.com |
| Email address for grievance redressal and other relevant details entity who are | Yes | | https://www.transworld.com/shreyas-shipping |
| Contact information of the designated | Yes | | https://www.transworld.com |
| Financial results | Yes | | https://www.transworld.com |
| Shareholding pattern | Yes | | https://www.transworld.com |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | | |
| Schedule of analyst or institutional investor meet and presentations made by the listed | Yes | | https://www.transworld.com/shreyas-shipping |
| New name and the old name of the listed | Not | | |
| Advertisements as per regulation 47 (1) | Yes | | https://www.transworld.com |
| Credit rating or revision in credit rating | Yes | | https://www.transworld.com |
| Separate audited financial statements of | Not | | |
| As per other regulations of the LODR: | | | |
| Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://www.transworld.com/shreyas-shipping |
| Materiality Policy as per Regulation 30 | Yes | | https://www.transworld.com |
| Dividend Distribution policy as per | Yes | | https://www.transworld.com |
| It is certified that these contents on the | Yes | | https://www.transworld.com |
| II Annual Affirmations | | | |
| Particulars | Regulation Number | Compliance status | Company Remark |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes | |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | Yes | |
| <i>Meeting of Board of directors</i> | 17(2) | Yes | |
| <i>Quorum of Board meeting</i> | 17(2A) | Yes | |
| <i>Review of Compliance Reports</i> | 17(3) | Yes | |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes | |
| <i>Code of Conduct</i> | 17(5) | Yes | |

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

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

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|--------------------------|---|
| Other Information | With respect to Sr No. 34- Meeting of Independent Directors Meeting of Independent Directors of Company as required for the FY-2019-20 was held on on 8thApril 2020 which was originally scheduled on 24thMarch 2020 and adjourned to 8thApril 2020. (due to Covid-19 situation) |
|--------------------------|---|

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. - **Not Applicable**

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

Name : **Harshit Garg**
Designation : **Company Secretary & Compliance Officer**