General information about company 538607 Scrip code NSE Symbol MSEI Symbol TOYAMSL **ISIN** INE457P01020 Name of the entity Toyam Sports Limited Date of start of financial year 01-04-2022 Date of end of financial year 31-03-2023 Reporting Quarter Yearly 31-03-2023 Date of Report Risk management committee Not Applicable Market Capitalisation as per immediate previous Financial Year Top 2000 listed entities **Annexure I** Annexure I to be submitted by listed entity on quarterly basis I. Composition of Board of Directors of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Yes Disqualification of Directors under section 164 of the Whether Chairperson is related to MD or CEO Companies Act, 2013 No of post No of Chairperson Number of No of Independent nemberships in Audit/ Directorship Directorship Whether Stakeholder in Audit/ in listed in listed special Stakeholder Committee entities entities resolution Date of Committee(s) held in Date Whether the Initial Date including including of Category Details of Category 1 Category 2 Start Date of End Date of passed? Date of Re-Date of including this listed passing PAN DIN director this listed 3 of director is of this listed of directors of directors disqualification disqualification disqualification status [Refer Reg. special listed entity entities appointment cessation directors Birth disqualified? appointment entity (Refer entity including 17(1A) of resolution (Refer Regulation (Refer Listing Regulation this listed Regulation 17A of Regulations] 26(1) of entity (Refer 17A(1) of Listing Regulation Listing Regulations) Listing Regulations) 26(1) of Regulations Listing Regulations) 24-Executive 00628363 No NA 28-04-2017 71 AASPY5479R 04-Active Director Applicable 1973 12-Executive 18 AGPPB6744D 01976253 09-No Active NA 28-04-2017 30-09-2021 Chairperson 1980 24-Executive ESZPS0336G 09084757 NA 01-03-2021 25 09-No Active Director Applicable 1994 Non-25-Executive · ACJPM4151D 02262964 08-18-10-2021 30-09-2022 18 2 Active NA No Independent Applicable 1963 Director I. Composition of Board of Directors Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson No of post No of Number of Chairperson No of Independent memberships in Audit/ Directorship Directorship in listed in listed Stakeholder special Committee Tenure entities entities resolution Committee(s) held in Not Date of Category including including Category Start Date of End Date of Category 1 Details of Current passed? passing Date of Re-Date of including this listed PAN 2 of 3 of of director is of director this listed this listed disqualification of directors disqualification disqualification [Refer Reg. special appointment cessation listed entity entities disqualified? directors directors Birth entity (Refer appointment (in entity 17(1A) of resolution (Refer including Regulation months) (Refer Regulation Listing this listed 17A ofRegulation entity (Refer Regulations] 26(1) of 17A(1) of Listing Listing Regulation Regulations) Listing Regulations) 26(1) of Regulations Listing Regulations) Executive -AIVPR9170R 08488641 -80 No Active NA 21-06-2019 45 Independent Applicable 1983 13-Executive -ALDPS4084Q 09838204 No 12-Active NA18-01-2023 Independen Applicable 1971 Director **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive -SHEKHAR MENNON 02262964 Chairperson 18-01-2023 Independent Director Non-Executive -08488641 VAISHALI RATHOD Member 21-06-2019 Independent Director MOHAMED ALI 01976253 **Executive Director** Member 28-04-2017 BUDHWANI Nomination and remuneration committee Whether the Nomination and remuneration committee has a Regular Chairperson Yes DIN Date of Name of Committee Category 2 of Date of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive -08488641 VAISHALI RATHOD Member 21-06-2019 Independent Director Non-Executive -02262964 SHEKHAR MENNON Chairperson 09-03-2022 Independent Director **PURVESH** Non-Executive -09838204 Member 18-01-2023 **SHELATKAR** Independent Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes DIN Date of Date of Name of Committee Category 2 of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive -08488641 VAISHALI RATHOD Chairperson 21-06-2019 **Independent Director** MOHAMED ALI 01976253 **Executive Director** Member 28-04-2017 BUDHWANI Non-Executive -02262964 SHEKHAR MENNON 14-11-2022 Member Independent Director **Risk Management Committee** Whether the Risk Management Committee has a Regular Chairperson DIN Name of Committee Category 1 of Category 2 of Date of Date of Remarks Appointment Number members directors directors Cessation **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson DIN Name of Committee Category 1 of Date of Date of Category 2 of Remarks Appointment Number members directors directors Cessation **Other Committee** Name of other committee Category 1 of directors | Category 2 of directors | Remarks DIN Number | Name of Committee members **Annexure 1** Annexure 1 **III. Meeting of Board of Directors** Disclosure of notes on meeting of board of directors explanatory Number of Date(s) of Date(s) of No. of Maximum gap Notes for Whether Total Number Directors present* meeting (if meeting (if Independent of Directors between any two not requirement of (All directors any) in the any) in the Directors including as on date of consecutive (in providing Quorum met attending the previous current the meeting number of days) (Yes/No) Independent Date meeting* quarter quarter Director) 14-11-2022 Yes 6 03-12-2022 18 Yes 17 5 2 3 21-12-2022 Yes 5 02-01-2023 11 Yes 5 18-01-2023 6 15 Yes 5 2 13-03-2023 53 Yes Annexure 1 **IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory Date(s) of No. of Total meeting Maximum Number of members No. of Number of Whether Directors (Enter dates gap attending Independent Reson for Directors Present (All of Previous Name of requirement between the Directors Name of in the not quarter and any two other of Quorum Directors meeting Committee providing Committee attending Current consecutive committee met including (other date as on date the (in number (Yes/No) Independent quarter in than of the meeting* Board of chronological of days) Director) meeting order) Directors) Audit 14-11-2022 Yes Committee Audit 02-12-2022 17 Yes Committee Audit 18-01-2023 46 Yes 3 2 Committee Nomination and 14-11-2022 Yes 3 2 remuneration committee Nomination and 18-01-2023 64 3 Yes 3 remuneration committee Stakeholders 3 Relationship 14-11-2022 Yes Committee Annexure 1 **IV. Meeting of Committees** Date(s) of No. of Total Maximum meeting Number of members Number of No. of Whether Directors (Enter dates attending gap Reson for Independent Directors between Name of requirement of Previous Present (All the Name of in the Directors not quarter and any two other of Quorum Directors meeting Committee providing Committee attending including Current consecutive committee met (other as on date date the Independent (in number (Yes/No) than quarter in of the meeting* chronological Director) Board of of days) meeting order) Directors) Stakeholders 03-12-2022 18 Yes Relationship Committee Stakeholders Relationship 18-01-2023 45 Yes 3 2 Committee **Annexure 1** V. Related Party Transactions If status is Nodetails of non-Compliance status Sr Subject (Yes/No/NA) compliance may be given here. Yes Whether prior approval of audit committee obtained Whether shareholder approval obtained for material RPT Yes Whether details of RPT entered into pursuant to omnibus approval Yes have been reviewed by Audit Committee **Annexure 1** VI. Affirmations Compliance status Sr Subject (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure NA requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified Yes in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes **Annexure 1** Subject Compliance status Name of signatory Abhishek Pokharna Company Secretary and Compliance Officer Designation **Annexure II** Annexure II 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 If status is Noldetails of non-Compliance status Web address Sr Item (Yes/No/NA) compliance may be given here. Yes Details of business https://toyamsportsltd.com/ Terms and conditions of appointment of Yes https://toyamsportsltd.com/ independent directors Composition of various committees of Yes https://toyamsportsltd.com/ board of directors Code of conduct of board of directors and Yes https://toyamsportsltd.com/ senior management personnel Details of establishment of vigil Yes https://toyamsportsltd.com/ mechanism/ Whistle Blower policy Criteria of making payments to non-Yes https://toyamsportsltd.com/ executive directors Policy on dealing with related party Yes https://toyamsportsltd.com/ transactions Policy for determining material Yes https://toyamsportsltd.com/ subsidiaries Details of familiarization programmes Yes https://toyamsportsltd.com/ imparted to independent directors **Annexure II** Annexure II 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 If status is Noldetails of Compliance status non-compliance may be Web address Sr Item (Yes/No/NA) given here. Contact information of the designated officials of the listed entity who are responsible for assisting and handling https://toyamsportsltd.com/ Yes investor grievances email address for grievance redressal and other relevant Yes https://toyamsportsltd.com/ details Financial results Yes https://toyamsportsltd.com/ Yes Shareholding pattern https://toyamsportsltd.com/ Details of agreements entered into with the media https://toyamsportsltd.com/ Yes companies and/or their associates Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or Yes https://toyamsportsltd.com/ institutional investors simultaneously with submission to stock exchange 16 New name and the old name of the listed entity Yes https://toyamsportsltd.com/ https://toyamsportsltd.com/ Advertisements as per regulation 47 (1) Yes Credit rating or revision in credit rating obtained NA Separate audited financial statements of each subsidiary of Yes https://toyamsportsltd.com/ the listed entity in respect of a relevant financial year Whether company has provided information under separate Yes https://toyamsportsltd.com/ section on its website as per Regulation 46(2) Materiality Policy as per Regulation 30 Yes https://toyamsportsltd.com/ Dividend Distribution policy as per Regulation 43A (as NA applicable) It is certified that these contents on the website of the listed Yes https://toyamsportsltd.com/ entity are correct **Annexure II** II. Annual Affirmations If status is Nodetails of non-Regulation Compliance status Particulars Number (Yes/No/NA) compliance may be given here. Independent director(s) have been appointed in terms of 16(1)(b) & Yes specified criteria of independence and/or eligibility 25(6) 17(1), 17(1A) & **Board** composition Yes 17(1B) 17(2) Meeting of Board of directors Yes 17(2A) Quorum of Board meeting Yes 17(3) Yes Review of Compliance Reports 17(4) Yes Plans for orderly succession for appointments 17(5) Yes Code of Conduct Yes 17(6) Fees/compensation 17(7) Minimum Information Yes Compliance Certificate 17(8) Yes **Annexure II II. Annual Affirmations** If status is Nodetails of non-compliance Regulation Compliance status Particulars Number (Yes/No/NA) may be given here. 17(9) Risk Assessment & Management Yes Performance Evaluation of Independent 17(10) Yes Directors 17(11) Yes Recommendation of Board 17A Maximum number of Directorships Yes Composition of Audit Committee 18(1) Yes Meeting of Audit Committee 18(2) Yes Composition of nomination & remuneration 19(1) & (2) Yes Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee 20(1), 20(2) & Composition of Stakeholder Relationship Yes Committee 20(2A) **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Particulars Number (Yes/No/NA) compliance may be given here. Meeting of Stakeholders Relationship Committee 20(3A) Yes Composition and role of risk management 21(1),(2),(3),(4) NA committee Meeting of Risk Management Committee 21(3A) NA 22 Vigil Mechanism Yes 23(1),(1A),(5),(6), Yes Policy for related party Transaction (7) & (8)Prior or Omnibus approval of Audit Committee 23(2), (3) Yes for all related party transactions Yes Approval for material related party transactions 23(4) Disclosure of related party transactions on 23(9) Yes consolidated basis Composition of Board of Directors of unlisted 24(1) NA material Subsidiary 24(2),(3),(4),(5) & Other Corporate Governance requirements with respect to subsidiary of listed entity **Annexure II II. Annual Affirmations** If status is Nodetails of non-Regulation Compliance status Sr Particulars Number (Yes/No/NA) compliance may be given here. 31 Annual Secretarial Compliance Report 24(A) Yes 25(1) Alternate Director to Independent Director Yes 33 | Maximum Tenure 25(2) Yes 25(3) & (4) 34 Meeting of independent directors Yes 35 | Familiarization of independent directors 25(7) Yes 36 Declaration from Independent Director 25(8) & (9) Yes D & O Insurance for Independent Directors 25(10) Yes Memberships in Committees 26(1) Yes Affirmation with compliance to code of conduct from Yes members of Board of Directors and Senior management 26(3) personnel 40 Disclosure of Shareholding by Non-Executive Directors 26(4) Yes Policy with respect to Obligations of directors and senior 26(2) & 26(5) Yes management Any other information to be provided - Add Notes **Annexure II** Name of signatory Abhishek Pokharna Designation Company Secretary and Compliance Officer **Annexure II III. Affirmations Compliance status Particulars** (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements Yes with respect to subsidiary of Listed Entity have been complied Any other information to be provided **Annexure II** Name of signatory Abhishek Pokharna Designation Company Secretary and Compliance Officer **Additional Half yearly Disclosure** Applicability of disclosure Not Applicable Reason for Non Applicability Textual Information(1) **Text Block** Textual Information(1) Not Applicable **Signatory Details** Name of signatory Abhishek Pokharna Company Secretary and Compliance Officer Designation of person Mumbai Place 19-04-2023 Date