

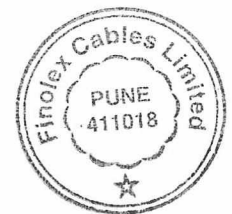
**Corporate Governance**

**Quarter Ending : September, 2018**

**Annexure 1**

**Composition of Board of Directors**

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	D K Chhabria	Executive Director, Chairperson	1-Jul-18	-	60	1	1	0
Mr	H S Vachha	Non-Executive - Independent Director	9-Sep-14	-	60	1	0	1
Mr	Mahesh Viswanathan	Executive Director	1-Jul-18	-	60	1	2	0
Mr	P G Pawar	Non-Executive - Independent Director	9-Sep-14	-	60	4	2	4
Mr	Pradeep R Rathi	Non-Executive - Independent Director	9-Sep-14	-	60	4	4	0
Mr	Sanjay K Asher	Non-Executive - Independent Director	9-Sep-14	-	60	6	1	3
Mr	Shishir Lall	Non-Executive - Independent Director	28-Sep-17	-	60	1	1	0
Mrs	Namita V Thapar	Non-Executive - Non Independent Director	10-Aug-15	25-Sep-18	-	1	0	0



## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mahesh Viswanathan	ED	Member
2	Pradeep R Rathi	ID	Member
3	P G Pawar	ID	Member
4	H S Vachha	ID	Chairperson
5	Shishir Lall	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mahesh Viswanathan	ED	Member
2	D K Chhabria	C & ED	Member
3	P G Pawar	ID	Chairperson
4	Pradeep R Rathi	ID	Member

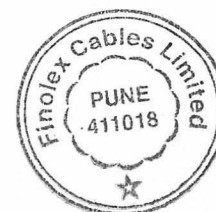
<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Mahesh Viswanathan	ED	Member
2	D K Chhabria	C & ED	Member
3	H S Vachha	ID	Chairperson

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	P G Pawar	ID	Chairperson
2	Shishir Lall	ID	Member
3	Namita V Thapar *	NED	Member

\* Ceased on 25th September, 2018

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
25-Apr-2018	09-Jul-2018	41
28-May-2018	14-Aug-2018	

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	14-Aug-2018	3	11-May-2018	77
Audit Committee	25-Sep-2018	2	28-May-2018	



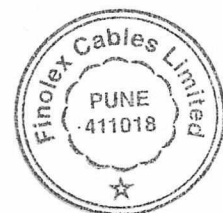
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**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) - **Not applicable**
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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**Name :** R G D'Silva  
**Designation :** Company Secretary & Compliance Office



### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No*
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No*
Whether "Corporate Governance Report" disclosed in Annual Report Chairman was out of India due to commitments	34(3) read with para C of Schedule V	Yes

\* Chairman was out of India due to commitments

#### Note:

1. 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.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : R G D'Silva  
Designation : Company Secretary & Compliance Office

