

**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<br>i<br>t<br>l<br>e<br><br>(<br>M<br>r<br>.<br>/<br>M<br>s<br>) | Name<br>of<br>the<br>Dir<br>ect<br>or | D<br>I<br>N                | P<br>A<br>N                     | Cat<br>ego<br>ry<br>(Ch<br>air<br>pers<br>on<br>/<br>Exe<br>cutiv<br>e/<br>No<br>n-<br>Exec<br>utive/<br>Inde<br>pend<br>ent/<br>Nomi<br>nee) | S<br>u<br>b<br>C<br>a<br>t<br>e<br>g<br>o<br>r<br>y | Ini<br>tia<br>l<br>D<br>ate<br>of<br>A<br>p<br>p<br>oi<br>nt<br>m<br>e<br>nt | Dat<br>e<br>of<br>App<br>oi<br>nt<br>m<br>e<br>nt | Dat<br>e<br>of<br>ces<br>sati<br>on | T<br>e<br>n<br>ur<br>e | D<br>at<br>e<br>of<br>Bir<br>th | Wh<br>eth<br>er<br>spe<br>cial<br>res<br>olut<br>ion<br>pas<br>sed<br>? | D<br>at<br>e<br>of<br>pa<br>ss<br>in<br>g<br>spe<br>cial<br>res<br>olut<br>ion | N<br>o.<br>of<br>Dir<br>ect<br>or<br>shi<br>p<br>in<br>list<br>ed<br>ent<br>itie<br>s<br>incl<br>uding<br>this<br>list<br>ed<br>ent<br>ity | No<br>of<br>Inde<br>pend<br>ent<br>Direct<br>orship<br>in<br>listed<br>entitie<br>s<br>includ<br>ing<br>this<br>list<br>ed<br>ent<br>ity | No<br>of<br>mem<br>bers<br>in<br>Audit/<br>Stake<br>holder<br>Comm<br>itte<br>e(s)<br>includ<br>ing<br>this<br>list<br>ed<br>ent<br>ity | No<br>of<br>post<br>of<br>Ch<br>air<br>pers<br>on<br>in<br>Audit/<br>Stake<br>holder<br>Com<br>mit<br>tee<br>held<br>in<br>list<br>ed<br>ent<br>itie<br>s<br>includ<br>ing<br>this<br>list<br>ed<br>ent<br>ity | Me<br>mber<br>ship<br>in<br>Com<br>mit<br>tees<br>of<br>the<br>Com<br>pany | Rem<br>arks |
|---|---------------------------------------|----------------------------|---------------------------------|---|---|--|---|-------------------------------------|------------------------|---------------------------------|---|--|--|--|---|--|--|-------------|
| M<br>r.   | D<br>K<br>Ch<br>hab<br>ria            | 0<br>1<br>4<br>0<br>3<br>7 | A<br>A<br>M<br>P<br>C<br>9<br>9 | C &<br>ED   |   | 13-<br>Feb<br>-<br>199<br>2  | 01-<br>Jul-<br>2018                               |                                     | 6<br>0                 | 3<br>1-<br>Oct<br>-<br>1<br>9   | NA  |  | 1  | 0  | 1   | 0  | SC,RC  |             |

|         |   |   |  |     |                             |                     |  |        |   |    |  |   |   |   |   |               |  |
|---------|---|---|--|-----|-----------------------------|---------------------|--|--------|---|----|--|---|---|---|---|---------------|--|
|         |   | 9<br>9<br>E                               | 2<br>3<br>E                                    |     |                             |                     |  |        | 6<br>2                                      |    |  |   |   |   |   |               |  |
| M<br>r. | Shi<br>shir<br>Lal<br>l                       | 0<br>0<br>0<br>7<br>8<br>3<br>1<br>6      | A<br>A<br>A<br>P<br>L<br>O<br>O<br>4<br>5J     | ID  | 30-<br>Ma<br>y-<br>201<br>7 | 28-<br>Sep-<br>2017 |  | 6<br>0 | 1<br>6-<br>O<br>ct<br>-<br>1<br>9<br>5<br>8 | NA |  | 1 | 1 | 1 | 1 | AC,N<br>RC    |  |
| M<br>r. | De<br>ven<br>der<br>Ku<br>mar<br>Vas<br>al    | 0<br>6<br>8<br>5<br>8<br>9<br>9<br>1<br>1 | A<br>A<br>B<br>P<br>V<br>V<br>1<br>8<br>5<br>E | ID  | 19-<br>Sep<br>-<br>201<br>9 | 19-<br>Sep-<br>2019 |  | 6<br>0 | 0<br>4-<br>Ja<br>n-<br>1<br>9<br>5<br>6     | NA |  | 2 | 2 | 4 | 1 | AC,SC<br>,NRC |  |
| M<br>r. | JR<br>S<br>Re<br>ddy                          | 0<br>7<br>8<br>3<br>8<br>5<br>9<br>1<br>1 | A<br>A<br>B<br>P<br>R<br>R<br>O<br>5<br>0J     | ID  | 19-<br>Sep<br>-<br>201<br>9 | 19-<br>Sep-<br>2019 |  | 6<br>0 | 0<br>6-<br>S<br>ep<br>-<br>1<br>9<br>5<br>7 | NA |  | 1 | 1 | 1 | 0 | AC,R<br>C     |  |
| M<br>r. | Joe<br>l<br>Ra<br>pha<br>el<br>Sa<br>mu<br>el | 0<br>0<br>2<br>9<br>8<br>0<br>5<br>7      | A<br>II<br>P<br>S<br>O<br>3<br>9<br>3J         | NED | 19-<br>Sep<br>-<br>201<br>9 | 19-<br>Sep-<br>2019 |  |        | 1<br>3-<br>A<br>u<br>g-<br>1<br>9<br>5<br>2 | NA |  | 1 | 0 | 1 | 0 | SC,RC<br>,NRC |  |
| M<br>r. | Yat<br>in<br>Re<br>dka<br>r                   | 0<br>7<br>7<br>9<br>9<br>4<br>7<br>8      | A<br>Y<br>P<br>R<br>2<br>1<br>4<br>7<br>K      | ED  | 19-<br>Sep<br>-<br>201<br>9 | 19-<br>Sep-<br>2019 |  |        | 1<br>6-<br>S<br>ep<br>-<br>1<br>9<br>5<br>3 | NA |  | 1 | 0 | 0 | 0 |               |  |

|   |      |   |   |    |  |  |      |  |   |    |    |  |   |   |   |   |  |  |
|---|------|---|---|----|--|--|------|--|---|----|----|--|---|---|---|---|--|--|
| M   | Ka   | 0 | A | ID |  | 14-  | 14-  |  | 6 | 1  | NA |  | 2 | 2 | 1 | 0 |  |  |
| rs  | vita | 8 | K |    |  | Feb  | Feb- |  | 0 | 1- |    |  |   |   |   |   |  |  |
| .   | Up   | 3 | R |    |  | -  | 2020 |  |   | Ju |    |  |   |   |   |   |  |  |
|   | adh  | 3 | P |    |  | 202  |      |  |   | 1- |    |  |   |   |   |   |  |  |
|   | yay  | 3 | D |    |  | 0  |      |  |   | 1  |    |  |   |   |   |   |  |  |
|   |      | 9 | 3 |    |  |  |      |  |   | 9  |    |  |   |   |   |   |  |  |
|   |      | 5 | 9 |    |  |  |      |  |   | 8  |    |  |   |   |   |   |  |  |
|   |      | 2 | 9 |    |  |  |      |  |   | 8  |    |  |   |   |   |   |  |  |
|   |      |   | 1 |    |  |  |      |  |   |    |    |  |   |   |   |   |  |  |
|   |      |   | N |    |  |  |      |  |   |    |    |  |   |   |   |   |  |  |
| Company Remarks                             |      |   |   |    |  | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub judice.¿ |      |  |   |    |    |  |   |   |   |   |  |  |
| Whether Permanent chairperson appointed     |      |   |   |    |  | Yes  |      |  |   |    |    |  |   |   |   |   |  |  |
| Whether Chairperson is related to MD or CEO |      |   |   |    |  | Yes  |      |  |   |    |    |  |   |   |   |   |  |  |

## ii. Composition of Committees

### a. Audit Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | Shishir Lall         | ID       | Chairperson            | 07-Nov-2017      |                |
| 2       | JRS Reddy            | ID       | Member                 | 19-Sep-2019      |                |
| 3       | Devender Kumar Vasal | ID       | Member                 | 19-Sep-2019      |                |

|   |  |  |  |  |  |
|---|--|--|--|--|--|
| Company Remarks                         |  | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub judice.¿ |  |  |  |
| Whether Permanent chairperson appointed |  |  |  |  |  |

### b. Stakeholders Relationship Committee

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | D K Chhabria         | C & ED   | Member                 | 05-Sep-1997      |                |
| 2       | Joel Raphael Samuel  | NED      | Member                 | 19-Sep-2019      |                |
| 3       | Devender Kumar Vasal | ID       | Chairperson            | 19-Sep-2019      |                |

|                 |  |  |  |  |  |
|-----------------|--|--|--|--|--|
| Company Remarks |  | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the |  |  |  |
|-----------------|--|--|--|--|--|

|   |  |
|---|--|
|   | mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub <i>judice</i> . |
| Whether Permanent chairperson appointed | Yes  |

**c. Risk Management Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | D K Chhabria         | C & ED   | Member                 | 08-Nov-2014      |                |
| 2       | JRS Reddy            | ID       | Chairperson            | 19-Sep-2019      |                |
| 3       | Joel Raphael Samuel  | NED      | Member                 | 19-Sep-2019      |                |

|   |   |
|---|---|
| Company Remarks                         | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub <i>judice</i> . |
| Whether Permanent chairperson appointed | Yes   |

**d. Nomination and Remuneration Committee**

| Sr. No. | Name of the Director | Category | Chairperson/Membership | Appointment Date | Cessation Date |
|---------|----------------------|----------|------------------------|------------------|----------------|
| 1       | Shishir Lall         | ID       | Chairperson            | 07-Nov-2017      |                |
| 2       | Joel Raphael Samuel  | NED      | Member                 | 19-Sep-2019      |                |
| 3       | Devender Kumar Vasal | ID       | Member                 | 19-Sep-2019      |                |

|   |   |
|---|---|
| Company Remarks                         | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub <i>judice</i> . |
| 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 |
|---|---|-----------------------------------|-----------------------------|---|
| 13-Nov-2019   | 14-Feb-2020   | Yes                               | 6                           | 3                                       |

|                 |   |
|-----------------|---|
| Company Remarks | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub <i>judice</i> . |
|-----------------|---|

|   |    |
|---|----|
| Maximum gap between any two consecutive (in number of days) | 92 |
|---|----|

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                     | 13-Nov-2019  | 14-Feb-2020   | Yes  | 4                           | 3                                       |
| Nomination & Remuneration Committee |  | 14-Feb-2020   | Yes  | 4                           | 2                                       |
| Stakeholders Relationship Committee | 13-Nov-2019  | 14-Feb-2020   | Yes  | 4                           | 1                                       |

|  |   |
|--|---|
| Company Remarks  | PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub judice. |
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 92  |

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   | Yes                           |        |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                           |        |

|  |  |
|--|--|
| 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) - **Yes**
- 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:

PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub judice.

**Name** : **R G DSilva**  
**Designation** : **Company Secretary**

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| <b>I. Disclosure on website in terms of Listing Regulations</b>  |                          |                          |                       |
|--|--------------------------|--------------------------|-----------------------|
| <b>Item</b>  | <b>Compliance status</b> | <b>Company Remark</b>    | <b>Website</b>        |
| As per regulation 46(2) of the LODR:   |                          |                          |                       |
| Details of business  | Yes                      |                          | www.finolex.com       |
| Terms and conditions of appointment of   | Yes                      |                          | www.finolex.com       |
| Composition of various committees of   | Yes                      |                          | www.finolex.com       |
| Code of conduct of board of directors and  | Yes                      |                          | www.finolex.com       |
| Details of establishment of vigil mechanism/   | Yes                      |                          | www.finolex.com       |
| Criteria of making payments to non-  | Yes                      |                          | www.finolex.com       |
| Policy on dealing with related party   | Yes                      |                          | www.finolex.com       |
| Policy for determining 'material' subsidiaries   | Yes                      |                          | www.finolex.com       |
| Details of familiarization programs imparted   | Yes                      |                          | www.finolex.com       |
| Email address for grievance redressal and other relevant details entity who are  | Yes                      |                          | www.finolex.com       |
| Contact information of the designated  | Yes                      |                          | www.finolex.com       |
| Financial results  | Yes                      |                          | www.finolex.com       |
| Shareholding pattern   | Yes                      |                          | www.finolex.com       |
| Details of agreements entered into with the media companies and/or their associates                                      | Yes                      |                          | www.finolex.com       |
| Schedule of analyst or institutional investor meet and presentations made by the listed                                  | Yes                      |                          | www.finolex.com       |
| New name and the old name of the listed  | Not                      |                          |                       |
| Advertisements as per regulation 47 (1)  | Yes                      |                          | www.finolex.com       |
| Credit rating or revision in credit rating   | Yes                      |                          | www.finolex.com       |
| Separate audited financial statements of   | Yes                      |                          | www.finolex.com       |
| <b>As per other regulations of the LODR:</b>   |                          |                          |                       |
| Whether company has provided information under separate section on its website as per Regulation 46(2)                   | Yes                      |                          |                       |
| Materiality Policy as per Regulation 30  | Yes                      |                          |                       |
| Dividend Distribution policy as per  | Yes                      |                          |                       |
| It is certified that these contents on the   | Yes                      |                          |                       |
| <b>II Annual Affirmations</b>  |                          |                          |                       |
| <b>Particulars</b>   | <b>Regulation Number</b> | <b>Compliance status</b> | <b>Company Remark</b> |
| <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 &amp; 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 &amp; remuneration committee</i>   | 19(1) & (2)             | Yes            |   |
| <i>Quorum of Nomination and Remuneration Committee meeting</i>  | 19(2A)                  | Yes            |   |
| <i>Meeting of nomination &amp; 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)       | Yes            |   |
| <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)                   | Yes            |   |
| <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            |   |
|   | 25(3) & (4)             | No             | Due to COVID 19 pandemic meeting though schedule could not be held. Please refer general circular no 11/2020 dated 24.03.2020 issued by MCA in this regard. |



|  |               |     |  |
|--|---------------|-----|--|
| <i>Familiarization of independent directors</i>  | 25(7)         | Yes |  |
| <i>Declaration from Independent Director</i>   | 25(8) & (9)   | Yes |  |
| <i>D &amp; O Insurance for Independent</i>   | 25(10)        | Yes |  |
| <i>Memberships in Committees</i>   | 26(1)         | Yes |  |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3)         | Yes |  |
| <i>Disclosure of Shareholding by Non-Executive Directors</i>   | 26(4)         | Yes |  |
| <i>Policy with respect to Obligations of directors and senior management</i>   | 26(2) & 26(5) | Yes |  |

|                          |  |
|--------------------------|--|
| <b>Other Information</b> | <b>PG Pawar, M Viswnathan M.L Jain and Mrs.Udeshi Directors had offered themselves for reappointment at the last AGM held on 18.09.19. However two major corporate shareholders holding in aprx. 45.5% of the capital of the Company voted against the said resolutions, which votes cast are contrary to the mandate under their constitutional documents/contractual commitments and their votes cast are the subject matter of challenge before the appropriate courts and the matter is thus sub judice.</b> |
|--------------------------|--|

### 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**

|                          |  |
|--------------------------|--|
| <b>Other Information</b> |  |
|--------------------------|--|

**Name** : **R G D'Silva**  
**Designation** : **Company Secretary**