

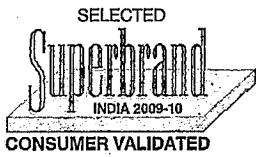
Corporate Governance

Quarter Ending : December 2017

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 | Adi J Engineer | Non-Executive - Independent Director | 9-Sep-14 | 30-May-17 | 60 | 2 | 1 | 0 |
| Mr | Atul C Choksey | Non-Executive - Independent Director | 9-Sep-14 | - | 60 | 4 | 0 | 1 |
| Mr | D K Chhabria | Executive Director, Chairperson | 1-Jul-13 | - | - | 1 | 1 | 0 |
| Mr | H S Vachha | Non-Executive - Independent Director | 9-Sep-14 | - | 60 | 2 | 2 | 3 |
| Mr | Mahesh Viswanathan | Executive Director | 1-Jul-13 | - | - | 1 | 1 | 0 |
| Mr | P G Pawar | Non-Executive - Independent Director | 9-Sep-14 | - | 60 | 4 | 3 | 2 |
| Mr | P R Rathi | Non-Executive - Independent Director | 9-Sep-14 | - | 60 | 4 | 3 | 0 |
| Mr | S B (RAVI) PANDIT | Non-Executive - Independent Director | 9-Sep-14 | 30-Oct-17 | 60 | 2 | 1 | 0 |
| Mr | Sanjay K Asher | Non-Executive - Independent Director | 9-Sep-14 | - | 60 | 7 | 4 | 4 |
| Mr | Shishir Lall | Non-Executive - Independent Director | 28-Sep-17 | - | 60 | 1 | 0 | 0 |
| Mrs | Namita V Thapar | Non-Executive - Non Independent Director | 10-Aug-15 | - | - | 1 | 0 | 0 |



Corporate Governance

Quarter Ending : December 2017

Annexure II

Composition Of Committee

| Audit Committee | |
|--|---|
| Name of Committee members | Category |
| Dr H S Vachha | Non-Executive - Independent Director, Chairperson |
| Mr P G Pawar | Non-Executive - Independent Director, Member |
| Mr P R Rathi | Non-Executive - Independent Director, Member |
| Mr Sanjay K Asher | Non-Executive - Independent Director, Member |
| SHISHIR LAL | Non-Executive - Independent Director, Member |
| Nomination and remuneration committee | |
| Name of Committee members | Category |
| Mr P G Pawar | Non-Executive - Independent Director, Member |
| NAMITA V THAPAR | Non-Executive - Non Independent Director, Member |
| SHISHIR LAL | Non-Executive - Independent Director, Member |
| Stakeholders Relationship Committee | |
| Name of Committee members | Category |
| Mr D K Chhabria | Executive Director, Member |
| Mr Mahesh Viswanathan | Executive Director, Member |
| Mr P G Pawar | Non-Executive - Independent Director, Chairperson |
| Mr P R Rathi | Non-Executive - Independent Director, Member |
| Mr Sanjay K Asher | Non-Executive - Independent Director, Member |

Corporate Governance

Quarter Ending : December 2017

Annexure 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 | Maximum gap between any two consecutive meeting (in number of days) |
|---|---|---|
| 9-Aug-17 | 7-Nov-17 | 89 |

Annexure IV

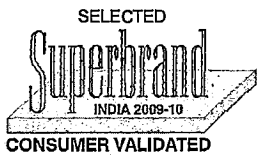
Meeting Of Committees

| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|-------------------|---|---|---|--|
| Audit Committee | 7-Nov-17 | Yes | 19-Sep-17 | 48 |

Annexure 1

Related Party Transactions

| Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance |
|--|-------------------------------|---|
| 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 | - |



Annexure 1

Affirmations

| Subject | Compliance status (Yes/No) |
|---|----------------------------|
| The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | NA |
| 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 |
| 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 |

Signatory Details

| | |
|-----------------------|-------------------|
| Name of signatory | R G D'SILVA |
| Designation of person | Company Secretary |