

**Corporate Governance**

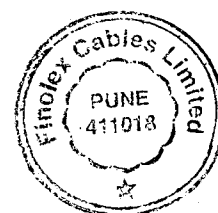
Quarter Ending : June 2020

Annexure 1

**Composition of Board of Directors**

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	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	DEEPAK K CHHABRIA	Executive Director, Chairperson related to Promoter	13-Feb-92	01-Jul-18	-	60	1	1	0
Mr	SHISHIR LALL	Non-Executive - Independent Director	30-May-17	28-Sep-17	-	60	1	1	0
Mr	DEVENDER KUMAR VASAL	Non-Executive - Independent Director	19-Sep-19	19-Sep-19	-	60	2	3	1
Mr	JRS REDDY	Non-Executive - Independent Director	19-Sep-19	19-Sep-19	-	60	1	1	0
Mr	JOEL RAPHAEL SAMUEL	Non-Executive - Non Independent Director	19-Sep-19	19-Sep-19	-	-	1	1	0
Mr	YATIN REDKAR	Executive Director	19-Sep-19	19-Sep-19	-	-	1	0	0
Mrs	KAVITA BHASKAR UPADHYAY	Non-Executive - Independent Director	14-Feb-20	14-Feb-20	-	60	2	1	0

Note: Mr. P G Pawar, Mr. Mahesh Viswnathan, Mr. M.L Jain and Mrs. Shruti Udeshi, Directors had offered themselves for reappointment at the last AGM held on 18th September 2019. However, two major corporate shareholders holding in aggregate 45.2% of the paid up share capital of the Company voted against each of the resolutions for their respective re-appointments. A contention has been raised that these votes were cast contrary to the mandate under their constitutional documents/ contractual commitments, and these are the subject matter of challenge before the Court(s) and the matter is thus sub judice.



**Composition Of Committee**

<b>Audit Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
SHISHIR LALL	Non-Executive - Independent Director,Chairperson	07/11/2017	-
DEVENDER KUMAR VASAL	Non-Executive - Independent Director,Member	19-09-2019	-
JRS REDDY	Non-Executive - Independent Director,Member	19-09-2019	-

<b>Nomination and remuneration committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
SHISHIR LALL	Non-Executive - Independent Director,Chairperson	07/11/2017	-
DEVENDER KUMAR VASAL	Non-Executive - Independent Director,Member	19-09-2019	-
JOEL RAPHAEL SAMUEL	Non-Executive - Non Independent Director,Member	19-09-2019	-

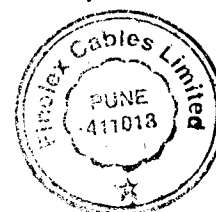
<b>Stakeholders Relationship Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
DEVENDER KUMAR VASAL	Non-Executive - Independent Director,Chairperson	19-09-2019	-
DEEPAK K CHHABRIA	Executive Director,Member	05/09/1997	-
JOEL RAPHAEL SAMUEL	Non-Executive - Non Independent Director,Member	19-09-2019	-

Note : Mr. Mahesh Viswanathan, CFO of the Company is also member of the said Committee, however due to technical difficulty in validating the excel sheet we are providing his name in remarks. His position as Deputy Mnaging Director is sub- judice as explained in earlier notes.

<b>Risk Management Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
JOEL RAPHAEL SAMUEL	Non-Executive - Non Independent Director,Chairperson	19-09-2019	-
DEEPAK K CHHABRIA	Executive Director,Member	08/11/2014	-
JRS REDDY	Non-Executive - Independent Director,Member	19-09-2019	-

<b>Corporate Social Responsibility Committee</b>			
<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
SHISHIR LALL	Non-Executive - Independent Director,Chairperson	14-08-2019	-
DEEPAK K CHHABRIA	Executive Director,Member	08/05/2014	-
YATIN REDKAR	Executive Director,Member	13-11-2019	-

Note : Mr. P G Pawar, Mr. Mahesh Viswnathan, Mr. M.L Jain and Mrs. Shruti Udeshi, Directors had offered themselves for reappointment at the last AGM held on 18th September 2019. However, two major corporate shareholders holding in aggregate 45.2% of the paid up share capital of the Company voted against each of the resolutions for their respective re-appointments. A contention has been raised that these votes were cast contrary to the mandate under their constitutional documents/ contractual commitments, and these are the subject matter of challenge before the Court(s) and the matter is thus sub judice.



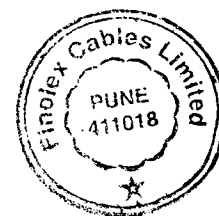
**Meeting of Board Of Directors**

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)
14-Feb-20	-	0
-	27-Jun-20	133

**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	-	Yes,	14-Feb-20	0
Audit Committee	05-Jun-20	Yes,	-	111
Audit Committee	27-Jun-20	Yes,	-	21
Nomination and remuneration committee	-	Yes,	14-Feb-20	0
Nomination and remuneration committee	27-Jun-20	Yes,	-	133
Stakeholders Relationship Committee	-	Yes,	14-Feb-20	0
Stakeholders Relationship Committee	25-Jun-20	Yes,	-	131
Risk Management Committee	25-Jun-20	Yes,	-	0
Corporate Social Responsibility Committee	-	Yes,	13-Feb-20	0

Note : Mr. P G Pawar, Mr. Mahesh Viswnathan, Mr. M.L Jain and Mrs. Shruti Udeshi, Directors had offered themselves for reappointment at the last AGM held on 18th September 2019. However, two major corporate shareholders holding in aggregate 45.2% of the paid up share capital of the Company voted against each of the resolutions for their respective re-appointments. A contention has been raised that these votes were cast contrary to the mandate under their constitutional documents/ contractual commitments, and these are the subject matter of challenge before the Court(s) and the matter is thus sub judice.



**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	-

**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	Yes
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
This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes

**Signatory Details**

Name of signatory	R G D'Silva
Designation of person	Company Secretary

Note : Mr. P G Pawar, Mr. Mahesh Viswnathan, Mr. M.L Jain and Mrs. Shruti Udeshi, Directors had offered themselves for reappointment at the last AGM held on 18th September 2019. However, two major corporate shareholders holding in aggregate 45.2% of the paid up share capital of the Company voted against each of the resolutions for their respective re-appointments. A contention has been raised that these votes were cast contrary to the mandate under their constitutional documents/ contractual commitments, and these are the subject matter of challenge before the Court(s) and the matter is thus sub judice.

