

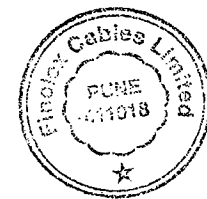


Corporate Governance

Quarter Ending : 31st December, 2016

**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	-	60	2	2	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	5	5
Mr	Mahesh Viswanathan	Executive Director	1-Jul-13	-	-	1	1	0
Mr	P G Pawar	Non-Executive - Independent Director	9-Sep-14	-	60	4	4	3
Mr	Pradeep R Rathi	Non-Executive - Independent Director	9-Sep-14	-	60	4	5	1
Mr	S B (Ravi) Pandit	Non-Executive - Independent Director	9-Sep-14	-	60	2	2	0
Mr	Sanjay K Asher	Non-Executive - Independent Director	9-Sep-14	-	60	7	4	4
Mrs	Namita V Thapar	Non-Executive - Non Independent Director	10-Aug-15	-	-	1	0	0



II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	H S Vachha	ID	Chairperson
2	Sanjay K Asher	ID	Member
3	P G Pawar	ID	Member
4	Pradeep R Rathi	ID	Member

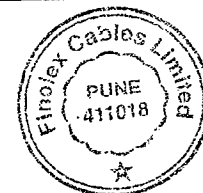
Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	P G Pawar	ID	Chairperson
2	D K Chhabria	C & ED	Member
3	Sanjay K Asher	ID	Member
4	Pradeep R Rathi	ID	Member
5	Mahesh Viswanathan	ED	Member

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

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sanjay K Asher	ID	Member
2	P G Pawar	ID	Member
3	Pradeep R Rathi	ID	Chairperson

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 (in number of days)
09-Aug-2016	10-Nov-2016	92

IV. Meeting of Committees				
Name of the 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 (in number of days)
Audit Committee	06-Oct-2016	YES	09-Aug-2016	34
Audit Committee	10-Nov-2016	YES	07-Sep-2016	
Audit Committee		YES		





V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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. Affirmatlons

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:

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

