

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH, 2023

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including his listed entity	No of posts in Audit/Stakeholder Committee(s) including this listed entity	Chairperson in listed entities	Membership in Committees of the Company
Mr.	Abhishek Agrawal	2434507		ED		09-Nov-11	09-Nov-21			22-Feb-84	No				Active	NA		1	0	0	0	0	
Mr.	Bajrang Lal Agrawal	479747		ED	MD	17-Aug-02	12-Aug-20			17-Jun-53	No				Active	NA		1	0	0	0	0	
Ms.	Bhavna Govindbhai Desai	6893242		ID		09-Aug-14	10-Aug-19		102	09-Sep-62	No				Active	NA		1	1	6	1	1	AC,SC,NRC
Mr.	Dinesh Kumar Agrawal	479936		ED		21-Sep-99	11-Aug-22			21-May-71	No				Active	NA		1	0	0	0	0	
Mr.	Dinesh Kumar Gandhi	1081155		ED		25-Feb-05	01-Apr-22			16-Nov-62	No				Active	NA		1	0	1	0	0	SC
Mr.	Raj Kamal Bindal	7423392		ID		29-Jul-22	29-Jul-22		8	21-Jul-75	No				Active	NA		1	1	1	0	0	AC,NRC
Mr.	Shashi Kumar	116600		ID,C & NED		25-Sep-07	10-Aug-19		102	30-Sep-46	No				Active	Yes	10-Aug-19	1	1	1	1	1	AC,RC,NRC
Mr.	Siddharth Agrawal	2180571		ED		20-Jan-18	01-Apr-22			14-Apr-81	No				Active	NA		1	0	0	0	0	
Mr.	Samir Agrawal	93687		ID		29-Jul-22	29-Jul-22		8	20-Jun-77	No				Active	NA		1	1	2	0	0	AC,SC
Mr.	Vinod Pillai	497620		NED		28-Jul-09	01-Apr-22			25-Feb-68	No				Active	NA		1	0	2	0	0	RMC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shashi Kumar	ID,C & NED	Chairperson	16-Oct-21	
2	Raj Kamal Bindal	ID	Member	29-Jul-22	
3	Samir Agrawal	ID	Member	29-Jul-22	

4	Bhavna Govindbhai Desai	ID	Member	26-Oct-18	
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Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Bhavna Govindbhai Desai	ID	Chairperson	09-Aug-14	
2	Samir Agrawal	ID	Member	29-Jul-22	
3	Dinesh Kumar Gandhi	ED	Member	16-Oct-21	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Shashi Kumar	ID, C & NED	Chairperson	29-Sep-12	
2	Vivek Agrawal	Chief Operating Officer	Member	05-Nov-20	
3	Vinod Pillai	NED	Member	29-Jul-22	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Bhavna Govindbhai Desai	ID	Chairperson	09-Apr-22	
2	Shashi Kumar	ID, C & NED	Member	25-Sep-07	
3	Raj Kamal Bindal	ID	Member	29-Jul-22	

Company Remarks	
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Whether Regular chairperson appointed	Yes
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i. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
23-Dec-22	Yes	10	8	4
11-Feb-23	Yes	10	10	4
18-Mar-23	Yes	10	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	49

ii. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending (Other than Board of Directors)
Audit Committee	09-Dec-22	Yes	4	4	4	0
Audit Committee	10-Feb-23	Yes	4	4	4	0
Stakeholders Relationship Committee	10-Feb-23	Yes	3	3	2	0
Risk Management Committee	09-Nov-22	Yes	2	2	1	1
Risk Management Committee	10-Feb-23	Yes	2	2	1	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62

iii. **RelatedPartyTransactions**

Subject	Compliance status(Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
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	
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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 1000 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:

This report will be placed before Board of Directors in the next Board meeting. The report submitted in the previous quarter has already been placed before Board of Directors on 11.02.2023 and no comments/observations/advice given by the Board of Directors on the same.

Name : Yarra Chandra Rao
Designation : Company Secretary