

I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mrs	MANJUSHREE KHAITAN	AGFPK0198L	00055898	Non-Executive - Non Independent Director	Chairperson	24-12-1955	NA	NA	13-11-2019	02-12-2019		8	2	0	0	0
2	Mr	KASHI PRASAD KHANDELWAL	AETPK9443E	00748523	Non-Executive - Independent Director	NA	04-03-1951	NA	NA	13-11-2019	02-12-2019		8	5	5	4	4
3	Mr	PRABAL KUMAR SARKAR	ASFPS5524G	03124712	Non-Executive - Independent Director	NA	12-07-1957	NA	NA	13-11-2019	02-12-2019		8	1	1	2	0
4	Mr	RADHAKRISHNAN PADMALOCHANAN	AAOPR4248M	08284551	Non-Executive - Non Independent Director	NA	04-02-1968	NA	NA	22-11-2018	02-12-2019	28-04-2020	18	2	0	2	0
5	Mr	KAUSHIK BISWAS	AGXPB6873D	06919774	Non-Executive - Non Independent Director	NA	09-10-1969	NA	NA	25-10-2019	02-12-2019		9	1	0	2	0

Whether the listed entity has a Regular Chairperson : Yes

Whether Chairperson is related to MD or CEO : No

Disclosure of Notes on Composition of Board of directors explanatory: Two Independent Directors i.e Mangala Radhakrishna Prabhu and Bharat Damodar Vasani resigned on 12-03-2020 & 17-02-2020 respectively Further Radhakrishnan Padmalochanan (Non-Executive Non-Independent Director) resigned on 28-04-2020, till 11-03-2020 the composition of the Board was maintained. The Company is in search of new Independent Directors and the process got delayed due to the impact of COVID-19 pandemic.

II. Composition of Committees

A) Audit Committee :-

Whether the Audit Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00748523	KASHI PRASAD KHANDELWAL	Non-Executive - Independent Director	Chairperson	04-12-2019	
2	03124712	PRABAL KUMAR SARKAR	Non-Executive - Independent Director	Member	04-12-2019	
3	06914774	KAUSHIK BISWAS	Non-Executive - Non Independent Director	Member	30-04-2020	
4	08284551	RADHAKRISHNAN PADMALOCHANAN	Non-Executive - Non Independent Director	Member	04-12-2019	28-04-2020

B) Nomination and Remuneration Committee :-

Whether the Nomination and Remuneration Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00748523	KASHI PRASAD KHANDELWAL	Non-Executive - Independent Director	Chairperson	04-12-2019	
2	03124712	PRABAL KUMAR SARKAR	Non-Executive - Independent Director	Member	04-12-2019	
3	08284551	RADHAKRISHNAN PADMALOCHANAN	Non-Executive - Non Independent Director	Member	04-12-2019	28-04-2020
4	06919774	KAUSHIK BISWAS	Non-Executive - Non Independent Director	Member	04-12-2019	

C) Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson : Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00748523	KASHI PRASAD KHANDELWAL	Non-Executive - Independent Director	Chairperson	04-12-2019	
2	03124712	PRABAL KUMAR SARKAR	Non-Executive - Independent Director	Member	30-04-2020	
3	08284551	RADHAKRISHNAN PADMALOCHANAN	Non-Executive - Non Independent Director	Member	04-12-2019	28-04-2020
4	06919774	KAUSHIK BISWAS	Non-Executive - Non Independent Director	Member	04-12-2019	

III. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-02-2020	30-04-2020	77		Yes	4	2
2							
3							
4							

* to be filled in only for the current quarter meetings

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-02-2020				Yes	3	2

* to be filled in only for the current quarter meetings

Note: ** SEBI vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020 /38 read with SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 19th March, 2020 and 26th June, 2020 respectively, have relaxed the time gap between two Audit Committee Meetings as referred under Regulation 18(2)(a) upto 31st July, 2020 due to CoVID-19 pandemic. In view of the above, the Company has scheduled to hold Audit Committee Meeting during July, 2020 i.e. within the last date as specified in the above mentioned Circulars.

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions: Details of RPT entered into pursuant to omnibus approval will be reviewed by the Audit Committee in the ensuing Audit Committee Meeting.

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	No
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	Yes
a. Audit Committee	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 500 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. The report submitted in the previous quarter had been placed before Board of Directors. There was no comment/ observation/advice of Board of Directors in this regard.	No*
<p><i>*Note: The report submitted in the previous quarter will be placed in the ensuing meeting of the Board of Directors scheduled to be held in the month of July, 2020.</i></p> <p>Name: RAJAT ARORA</p> <p>/sd/</p> <p>Designation: Company Secretary / Compliance Officer</p> <p>Dated: 14.07.2020</p>	