

Annexure-I
Corporate Governance Report as on the quarter ended September 30, 2016

| I. Composition of Board of Directors | | | | | | | | |
|---|------------|--|----------------------------|--------------------------|---------------|---|--|---|
| Name of the Director | DIN | Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee) | Date of Appointment | Date of cessation | Tenure | No of Directorship in listed entities including this listed entity | No 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 |
| Dr. Ashutosh Karnatak | 03267102 | C | 28-May-2015 | - | - | 2 | 3 | 0 |
| Mr. Rajeev Mathur | 03308185 | ED | 29-Sep-2014 | - | - | 1 | 1 | 0 |
| Ms. Susmita Sengupta | 06825311 | ED | 01-Apr-2016 | - | - | 1 | 1 | 0 |
| Mr. Akhil Mehrotra | 07197901 | NED | 11-Mar-2016 | - | - | 1 | 1 | 0 |
| Mr. Apurva Chandra | 02531655 | NED | 02-Apr-2013 | - | - | 1 | 0 | 0 |
| Mr. Jainendar Kumar Jain | 00066452 | ID | 05-Mar-2015 | - | 2 | 2 | 2 | 1 |
| Mr. Raj Kishore Tewari | 07056080 | ID | 05-Mar-2015 | - | 3 | 1 | 1 | 0 |
| Mr. Basudeb Sen | 00056861 | ID | 05-Mar-2015 | - | 2 | 4 | 3 | 1 |
| Mr. Santosh Kumar | 00239324 | ID | 26-Sep-2016 | - | 3 | 2 | 1 | 0 |
| Mr. Arun Balakrishnan | 00130241 | ID | 26-Sep-2016 | - | 3 | 5 | 7 | 4 |



II. Composition of Committees

| Audit Committee | | | |
|------------------------|-----------------------------|-----------------|-------------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Santosh Kumar | ID | Member |
| 2 | Raj Kishore Tewari | ID | Member |
| 3 | Akhil Mehrotra | NED | Member |
| 4 | Ashutosh Karnatak | C | Member |
| 5 | Jainendar Kumar Jain | ID | Chairperson |
| 6 | Arun Balakrishnan | ID | Member |

| Stakeholders Relationship Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Rajeev Kumar Mathur | ED | Member |
| 2 | Susmita Sengupta | ED | Member |
| 3 | Basudeb Sen | ID | Chairperson |

| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| Sr. No. | Name of the Director | Category | Chairperson/Membership |
| 1 | Akhil Mehrotra | NED | Member |
| 2 | Ashutosh Karnatak | C | Member |
| 3 | Arun Balakrishnan | ID | Chairperson |
| 4 | Basudeb Sen | ID | Member |

| 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) |
| 30-May-2016 | 20-Aug-2016 01-Sep-2016 | 81 |



| 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 | 20-Aug-2016 | yes | 30-May-2016 | 81 |
| Audit Committee | 01-Sep-2016 | yes | | 11 |
| Corporate Social Responsibility Committee | 20-Aug-2016 | yes | | |
| Stakeholders Relationship Committee | 01-Sep-2016 | 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. 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 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 : 
 Designation : Alok Mishra
 Company Secretary & Compliance Officer



ANNEXURE III

Affirmations

| <i>Broad Heading</i> | <i>Regulation Number</i> | <i>Compliance Status</i> |
|--|--------------------------------------|--------------------------|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : *Alok*
 Designation : Alok Mishra
 Company Secretary & Compliance Officer

