## Gravita India Limited Corporate Governance Report for Quarter Ended 30.06.2019

#### ANNEXURE I

Corporate Governance Report for the Quarter ended 30th June. 2019

1. Name of Listed Entity - Gravita India Limited

2. Quarter ending

- 30-June-2019

I. Co	mposition of Boa	ard of Directo	rs							
Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/No n- 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
Mr.	Rajat Agrawal	00855284	AATPA512 5F	ED	04-Aug-1992			1	1	0
Mr.	Mahavir Prasad Agarwal	00188179	ACGPA230 9G	C & ED	27-Mar-2007			1	1	0
Mr.	Dinesh Kumar Govil	02402409	AARPG214 6G	ID	02-Aug-2014		59	1	3	3
Mr.	Yogesh Malhotra	05332393	ADGPM493 3K	ED	31-03-2019			1	0	0
Mr.	Arun Kumar Gupta	02749451	AAZPG214 6G	ID	02-Aug-2014		59	1	1	0
Mrs.	Chanchal Chadha Phadnis	07133840	AAGPP738 2Q	ID	24-Mar-2015		51	1	1	0

### II. Composition of Comittees

Audit Cor	Audit Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership			
1	Arun Kumar Gupta	ID	Member			
2	Dinesh Kumar Govil	ID	Chairperson			
4	Chanchal Chadha Phadnis	ID	Member			
Stakeho	Iders Relationship Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership			
1	Rajat Agrawal	ED	Member			
2	Mahavir Prasad Agarwal	C & ED	Member			
3	Dinesh Kumar Govil	ID	Chairperson			

Stakeho	Stakeholders Relationship Committee				
Sr. No.	Name of the Director	Category	Chairperson/Membership		
1	Rajat Agrawal	ED	Member		
2	Mahavir Prasad Agarwal	C & ED	Member		
3	Dinesh Kumar Govil	ID	Chairperson		

Risk Ma	nagement Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership	

Nomination and Remuneration Committee

### **Gravita India Limited** Corporate Governance Report for Quarter Ended 30.06.2019

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Chanchal Chadha Phadnis	ID	Member
2	Arun Kumar Gupta	ID	Member
3	Dinesh Kumar Govil	ID	Chairperson

Corporate	Corporate Social Responsibility Committee				
Sr. No.	Name of the Director	Category	Chairperson/Membership		
1	Rajat Agarwal	ED	Member		
2	Mahavir Prasad Agarawal	ED	Member		
4	Dinesh Kumar Govil	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 day
07-02-2019	27-04-2019	26
31-03-2019	28-05-2019	30

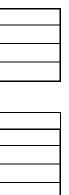
Name of the committee	Date(s) of meeting of the committee in the relevant guarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of day
Audit Committee	28-05-2019	yes	06-02-2019	110
Stakeholders Relationship Committee	28-05-2019	yes	07-02-2019	109
Nomination & Remuneration Committee	27-04-2019	yes	31-03-2019	26

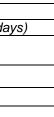
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	Yes
Committee	

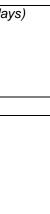
#### ANNEXUREI

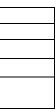
#### VI. Affirmations

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015









#### **Gravita India Limited**

### **Corporate Governance Report for Quarter Ended 30.06.2019**

a. Audit Committee - Yes

- Nomination & remuneration committee Yes b.
- 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

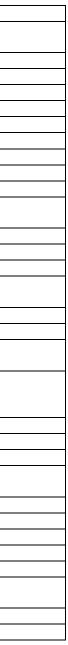
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes

b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name	:	Nitin Gupta
Designation	:	Company Secretary & Compliance Officer

#### **ANNEXURE II**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business		Yes
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior managemen		Yes
Details of establishment of vigil mechanism/ Whistle Blower po	olicy	Yes
Criteria of making payments to non-executive directors		Not Applicable
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independen	t directors	Yes
Contact information of the designated officials of the listed entitivestor grievances	tity who are responsible for assisting and handling	Yes
email address for grievance redressal and other relevant deta	ils	Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies	Not Applicable	
New name and the old name of the listed entity		Yes
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Not Applicable
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes



# Gravita India Limited

### Corporate Governance Report for Quarter Ended 30.06.2019

Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

#### **III** Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

 Name
 :
 Nitin Gupta

 Designation
 :
 Company Secretary & Compliance Officer