

Gravita India Limited
Corporate Governance Report for Quarter Ended 31.03.2020

ANNEXURE I

Corporate Governance Report for Quarter Ended 31st March 2020

1. Name of Listed Entity - **Gravita India Limited**
2. Quarter ending - **31-Mar-2020**

i. Composition Of Board Of Director

| Title (Mr./ Ms) | Name of the Director | DIN | PAN | Category (Chairpers -on /Executive/ Non- Executive/ Independent / Nominee) | Initial Date of Appointment | Date of Appointment | Tenure | No. of Directors -hip in listed entities including this listed entity | No of Independent 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. | Mahavir Prasad Agarwal | 00188179 | ACGPA2309G | C, ED | 23-Mar-2007 | 01-Apr-2018 | | 1 | 0 | 1 | 0 |
| Mr. | Rajat Agrawal | 00855284 | AATPA5125F | ED | 04-Aug-1992 | 25-Sep-2018 | | 1 | 0 | 1 | 0 |
| Mr. | Yogesh Mahotra | 05332393 | ADGPM4933K | ED | 31-Mar-2019 | 31-Mar-2019 | | 1 | 0 | 0 | 0 |
| Mr. | Dinesh Kumar Govil | 02402409 | AARPG2146G | ID | 02-Aug-2014 | 01-Aug-2019 | 65 | 1 | 1 | 3 | 3 |
| Mr. | Arun Kumar Gupta | 02749451 | AAZPG6145M | ID | 02-Aug-2014 | 01-Jul-2019 | 65 | 1 | 1 | 1 | 0 |
| Mrs. | Chanchal Chadha Phadnis | 07133840 | AAGPP7382Q | ID | 24-Mar-2015 | 24-Mar-2015 | 57 | 1 | 1 | 1 | 0 |

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ii. Composition of Committees

a. Audit Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
| 1 | Dinesh Kumar Govil | ID | Chairperson | 14-Aug-2009 | |
| 2 | Arun Kumar Gupta | ID | Member | 14-Aug-2009 | |
| 3 | Chanchal Chadha Phadnis | ID | Member | 23-May-2015 | |

b. Stakeholders Relationship Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
| 1 | Mahavir Prasad Agarwal | C,ED | Member | 28-Mar-2011 | |
| 2 | Rajat Agrawal | ED | Member | 14-Mar-2016 | |
| 3 | Dinesh Kumar Govil | ID | Chairperson | 14-Aug-2009 | |

c. Risk Management Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|

d. Nomination and Remuneration Committee

| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> | <i>Appointment Date</i> | <i>Cessation Date</i> |
|----------------|-----------------------------|-----------------|-------------------------------|-------------------------|-----------------------|
| 1 | Dinesh Kumar Govil | ID | Chairperson | 14-Aug-2009 | |
| 2 | Arun Kumar Gupta | ID | Member | 14-Aug-2009 | |
| 3 | Chanchal Chadha Phadnis | ID | Member | 01-Apr-2018 | |

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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 | Whether requirement of Quorum met | Number of Directors present | Number of Independent Directors present |
|---|---|-----------------------------------|-----------------------------|---|
| 12-Nov-2019 | 01-Jan-2020 | Yes | 6 | 3 |
| | 05-Feb-2020 | Yes | 5 | 2 |
| | 24-Feb-2020 | Yes | 5 | 2 |
| | 21-Mar-2020 | Yes | 5 | 2 |
| | | | | |

| | |
|---|----|
| Maximum gap between any two consecutive (in number of days) | 49 |
|---|----|

iv. **Meeting of Committees**

| Name of the Committee | Date(s) of meeting during of the committee in the previous quarter | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Number of Directors present | Number of independent directors present |
|-------------------------------------|--|---|--|-----------------------------|---|
| Audit Committee | 12-Nov-2019 | 05-Feb-2020 | Yes | 2 | 2 |
| Stakeholders Relationship Committee | 12-Nov-2019 | 05-Feb-2020 | Yes | 3 | 1 |
| Nomination & Remuneration Committee | | 01-Jan-2020 | Yes | 3 | 3 |
| Nomination & Remuneration Committee | | 24-Feb-2020 | Yes | 2 | 2 |

| | |
|--|----|
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 84 |
|--|----|

v. **Related Party Transactions**

| 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 | |

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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 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**

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ANNEXURE II

| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
|--|--------------------------|--------------------------------------|
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | Yes |
| <i>Meeting of Board of directors</i> | 17(2) | Yes |
| <i>Quorum of Board meeting</i> | 17(2A) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Not Applicable |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Recommendation of Board</i> | 17(11) | Yes |
| <i>Maximum number of directorship</i> | 17A | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 19(2A) | Yes |
| <i>Meeting of nomination & remuneration committee</i> | 19(3A) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | Yes |
| <i>Meeting of stakeholder relationship committee</i> | 20(3A) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable |
| <i>Meeting of Risk Management Committee</i> | 22 | Not Applicable |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(1A),(5),(6),(7) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | Not Applicable |
| <i>Disclosure of related party transactions on consolidated basis</i> | 23(9) | Yes |

| | | |
|--|-------------------------|----------------|
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Not Applicable |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes |
| <i>Annual Secretarial Compliance Report</i> | 24(A) | Yes |
| <i>Alternate Director to Independent Director</i> | 25(1) | Yes |
| <i>Maximum Tenure</i> | 25(2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Declaration from Independent Director</i> | 25(8) & (9) | Yes |
| <i>D & O Insurance for Independent Directors</i> | 25(10) | Not Applicable |
| <i>Memberships in Committees</i> | 26(1) | Yes |
| <i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i> | 26(3) | Yes |
| <i>Disclosure of Shareholding by Non- Executive Directors</i> | 26(4) | Yes |
| <i>Policy with respect to Obligations of directors and senior management</i> | 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**