

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **Gravita India Limited**  
 2. Quarter ending - **30-Sep-2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DIN	PAN	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
Mr.	Rajat Agrawal	00855284	AATPA5125F	ED	04-Aug-1992			1	1	0
Mr.	Mahavir Prasad Agarwal	00188179	ACGPA2309G	C & ED	27-Mar-2007			1	1	0
Mr.	Dinesh Kumar Govil	02402409	AARPG2146G	ID	02-Aug-2014		50	1	3	3
Mr.	Arun Kumar Gupta	02749451	AAZPG2146G	ID	02-Aug-2014		50	1	1	0
Mrs.	Chanchal Chadha Phadnis	07133840	AAGPP7382Q	ID	24-Mar-2015		42	1	1	0
Mr.	Hemant Kaul	00551588	AAZPK5608H	ID	01-Apr-2018	12-July-2018	3	5	4	1

**II. Composition of Committees**

<b>Audit Committee</b>			
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

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

<b>Risk Management Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership

<b>Nomination and Remuneration Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Dinesh Kumar Govil	ID	Member
2	Arun Kumar Gupta	ID	Member
3	Chanchal Chadha Phadnis	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)
26-Apr-2018	12-Jul-2018	53
28-May-2018	01-Aug-2018	
	24-Sep-2018	

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	12-Jul-2018	3	28-May-2018	44
Audit Committee	31-Jul-2018	3	28-May-2018	

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 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:

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Name : Nitin Gupta  
Designation : Company Secretary

### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
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** : Nitin Gupta  
**Designation** : Company Secretary