

Gravita India Limited
Corporate Governance Report for Quarter Ended 30.09.2019

ANNEXURE I

Corporate Governance Report for Quarter Ended 30th September 2019

1. Name of Listed Entity - **Gravita India Limited**
2. Quarter ending - **30-Sep-2019**

i. Composition of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/ Nominee)	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Stakeholder Committee(s) including this listed entity	No of post Chairperson in Audit/ Stakeholder Committee held listed entity including this listed entity
Mr.	Mahavir Prasad Agarwal	00188179	ACGPA2309G	C,ED	27-Mar-2007	01-Apr-2018		01-Mar-1934	1	0	1	0
Mr.	Rajat Agrawal	00855284	AATPA5125F	ED	04-Aug-1992	25-Sep-2018		09-Aug-1967	1	0	1	0
Mr.	Dinesh Kumar Govil	02402409	AARPG2146G	ID	02-Aug-2014	01-Aug-2019	62	19-Sep-1947	1	1	3	3
Mr.	Yogesh Mahotra	05332393	ADGPM4933K	ED	31-Mar-2019	31-Mar-2019		08-Jul-1968	1	0	0	0
Mr.	Arun Kumar Gupta	02749451	AAZPG6145M	ID	02-Aug-2014	01-Jul-2019	62	30-Jun-1944	1	1	1	0
Mrs.	Chanchal Chadha Phadnis	07133840	AAGPP7382Q	ID	24-Mar-2015	24-Mar-2015	54	24-Feb-1954	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	Chanchal Chadha Phadnis	ID	Member	23-May-2015	
3	Arun Kumar Gupta	ID	Member	14-Aug-2009	

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	Chanchal Chadha Phadnis	ID	Member	01-Apr-2018	
3	Arun Kumar Gupta	ID	Member	14-Aug-2009	

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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
28-May-2019	07-Aug-2019	Yes	5	3
28-May-2019	14-Aug-2019	Yes	5	3
28-May-2019	26-Sep-2019	Yes	4	2

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	28-May-2019	07-Aug-2019	Yes	3	3
Audit Committee	28-May-2019	14-Aug-2019	Yes	3	3
Nomination & Remuneration Committee	27-Apr-2019		Yes	3	3
Stakeholders Relationship Committee	28-May-2019	07-Aug-2019	Yes	3	1

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

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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 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
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name : **Nitin Gupta**
Designation : **Company Secretary & Compliance Officer**