

# REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Quarter ending : **31st March, 2018**

**ANNEXURE-I**

| <b>I. COMPOSITION OF BOARD OF DIRECTORS</b> |                                 |                            |   |   |            |  |   |  |
|---|---------------------------------|----------------------------|---|---|------------|--|---|--|
| Title (Mr./ Ms)                             | Name of the Director            | PANs & DIN                 | Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) & | Date of Appointment in the current term / cessate | Tenure*    | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) # | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) # |
| Mr.   | Sat Narain Gupta                | - AALPG4182G<br>- 00024660 | - Chairperson<br>- Executive  | 01-04-2014  | --         | 1  | --  | --   |
| Mr.   | Mahabir Prasad Gupta            | - ACCPG5357L<br>- 00014681 | - Executive   | 01-04-2014  | --         | 1  | 5   | --   |
| Mr.   | Rajender Prasad Gupta           | - AEQPG2780K<br>- 00048888 | - Executive   | 01-04-2014  | --         | 1  | 1   | --   |
| Mr.   | Ajay Gupta                      | - AARPG4652R<br>- 02187741 | - Executive   | 01-04-2017  | --         | 1  | --  | --   |
| Mr.   | Abhaykumar Rajendrakumar Sharma | - AHAPS2746N<br>- 07780742 | - Executive   | 01-04-2017  | --         | 1  | --  | --   |
| Mr.   | Pankaj Gupta                    | - AIVPG5306Q<br>- 01913719 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | 2   | 5  |
| Mr.   | Ram Kanwar                      | - AJYPK7498K<br>- 02277237 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | --  | --   |
| Ms.   | Sujata Agarwal                  | - AGLPA4108J<br>- 06958738 | - Non-Executive<br>- Independent  | 01-09-2014  | 31-08-2019 | 1  | 5   | 2  |
| Mr.   | Suresh Kumar Garg               | - ABJPG8975E<br>- 02254899 | - Non-Executive<br>- Independent  | 30-05-2016  | 29-05-2021 | 1  | 1   | --   |
| Mr.   | Rajesh Gupta                    | - ACDPG1306N<br>- 00025368 | - Non-Executive<br>- Independent  | 26-06-2017  | 25-06-2022 | 1  | --  | --   |

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

# **Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.**

| <b>II. COMPOSITION OF COMMITTEES</b>         |  |  |
|--|--|--|
| Name of Committee                            | Name of Committee members  | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)§                                      |
| 1. Audit Committee                           | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Rajender Prasad Gupta | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |
| 2. Nomination & Remuneration Committee       | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Suresh Kumar Garg     | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Independent - NonExecutive |
| 3. Risk Management Committee (if applicable) | - Not Applicable -   | -  |
| 4. Stakeholders Relationship Committee'      | - Mr. Pankaj Gupta<br>- Mrs. Sujata Agarwal<br>- Mr. Mahabir Prasad Gupta  | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen



# REPORT ON CORPORATE GOVERNANCE

To be submitted by listed entity at the end of the financial year (for the whole of financial year)

## ANNEXURE-II

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Year ended : **31st March, 2018**

| <b>I. Disclosure on website in terms of Listing Regulations</b>   | <b>Compliance status<br/>(Yes/No/NA)</b><br><small>refer note below</small> |
|---|---|
| <b>Item</b>   |   |
| 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 management personnel   | Yes   |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | Yes   |
| Criteria of making payments to non-executive directors  | NA  |
| Policy on dealing with related party transactions   | Yes   |
| Policy for determining 'material' subsidiaries  | NA  |
| Details of familiarization programmes imparted to independent directors   | Yes   |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes   |
| email address for grievance redressal and other relevant details  | Yes   |
| Financial results   | Yes   |
| Shareholding pattern  | Yes   |
| Details of agreements entered into with the media companies and/or their associates   | NA  |
| New name and the old name of the listed entity  | NA  |

| <b>II Annual Affirmations</b>  |                          |   |
|--|--------------------------|---|
| <b>Particulars</b>   | <b>Regulation Number</b> | <b>Compliance status<br/>(Yes/No/NA)</b><br><small>refer note below</small>   |
| <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)                    | Yes   |
| <i>Meeting of Board of directors</i>   | 17(2)                    | 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)                    | Yes<br><br>(No compensation is paid to any Non-Executive Director of the Company under the provisions of Companies Act, 2013) |
| <i>Minimum Information</i>   | 17(7)                    | Yes   |
| <i>Compliance Certificate</i>  | 17(8)                    | Yes<br><br>(Disclosure related to the financial year 2017-18 will be made in the Annual Report 2017-18)                       |
| <i>Risk Assessment &amp; Management</i>  | 17(9)                    | Yes   |
| <i>Performance Evaluation of Independent Directors</i>   | 17(10)                   | Yes   |

| <b>Particulars</b>   | <b>Regulation Number</b> | <b>Compliance status<br/>(Yes/No/NA)<br/>refer note below</b>                          |
|--|--------------------------|--|
| <i>Composition of Audit Committee</i>  | 18(1)                    | Yes  |
| <i>Meeting of Audit Committee</i>  | 18(2)                    | Yes  |
| <i>Composition of nomination &amp; remuneration committee</i>  | 19(1) & (2)              | Yes  |
| <i>Composition of Stakeholder Relationship Committee</i>   | 20(1) & (2)              | Yes  |
| <i>Composition and role of risk management committee</i>   | 21(1),(2),(3),(4)        | NA   |
| <i>Vigil Mechanism</i>   | 22                       | Yes  |
| <i>Policy for related party Transaction</i>  | 23(1),(5),(6),(7) & (8)  | Yes  |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>                                   | 23(2), (3)               | Yes<br>(The Company has not taken any omnibus approval for related party transactions) |
| <i>Approval for material related party transactions</i>  | 23(4)                    | Yes  |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i>   | 24(1)                    | NA   |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>                               | 24(2),(3),(4),(5) & (6)  | NA   |
| <i>Maximum Directorship &amp; Tenure</i>   | 25(1) & (2)              | Yes  |
| <i>Meeting of independent directors</i>  | 25(3) & (4)              | Yes  |
| <i>Familiarization of independent directors</i>  | 25(7)                    | Yes  |
| <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  |

**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.

**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.

**NAME :**  
**DESIGNATION :**

**Sd/-**  
**(MAHABIR PRASAD GUPTA)**  
**Whole Time Director**

## REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Quarter ending : **31st December, 2017**

**ANNEXURE-I**

### I. COMPOSITION OF BOARD OF DIRECTORS

| Title (Mr./ Ms) | Name of the Director            | PANs & DIN                 | Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) & | Date of Appointment in the current term / cessation | Tenure*    | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) # | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) # |
|-----------------|---------------------------------|----------------------------|---|---|------------|--|---|--|
| Mr.             | Sat Narain Gupta                | - AALPG4182G<br>- 00024660 | - Chairperson<br>- Executive  | 01-04-2014  | --         | 1  | --  | --   |
| Mr.             | Mahabir Prasad Gupta            | - ACCPG5357L<br>- 00014681 | - Executive   | 01-04-2014  | --         | 1  | 5   | --   |
| Mr.             | Rajender Prasad Gupta           | - AEQPG2780K<br>- 00048888 | - Executive   | 01-04-2014  | --         | 1  | 1   | --   |
| Mr.             | Ajay Gupta                      | - AARPG4652R<br>- 02187741 | - Executive   | 01-04-2017  | --         | 1  | --  | --   |
| Mr.             | Abhaykumar Rajendrakumar Sharma | - AHAPS2746N<br>- 07780742 | - Executive   | 01-04-2017  | --         | 1  | --  | --   |
| Mr.             | Pankaj Gupta                    | - AIVPG5306Q<br>- 01913719 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | 2   | 5  |
| Mr.             | Ram Kanwar                      | - AJYPK7498K<br>- 02277237 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | --  | --   |
| Ms.             | Sujata Agarwal                  | - AGLPA4108J<br>- 06958738 | - Non-Executive<br>- Independent  | 01-09-2014  | 31-08-2019 | 1  | 5   | 2  |
| Mr.             | Suresh Kumar Garg               | - ABJPG8975E<br>- 02254899 | - Non-Executive<br>- Independent  | 30-05-2016  | 29-05-2021 | 1  | 1   | --   |
| Mr.             | Rajesh Gupta                    | - ACDPG1306N<br>- 00025368 | - Non-Executive<br>- Independent  | 26-06-2017  | 25-06-2022 | 1  | --  | --   |

§ PAN number of any director would not be displayed on the website of Stock Exchange

§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

# **Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.**

### II. COMPOSITION OF COMMITTEES

| Name of Committee                            | Name of Committee members  | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)§                                      |
|--|--|--|
| 1. Audit Committee                           | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Rajender Prasad Gupta | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |
| 2. Nomination & Remuneration Committee       | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Suresh Kumar Garg     | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Independent - NonExecutive |
| 3. Risk Management Committee (if applicable) | - Not Applicable -   | -  |
| 4. Stakeholders Relationship Committee'      | - Mr. Pankaj Gupta<br>- Mrs. Sujata Agarwal<br>- Mr. Mahabir Prasad Gupta  | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |

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**REPORT ON CORPORATE GOVERNANCE**

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Quarter ending : **30th September, 2017**

**ANNEXURE-I**

**I. COMPOSITION OF BOARD OF DIRECTORS**

| Title (Mr./ Ms) | Name of the Director            | PAN§ & DIN                 | Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) & | Date of Appointment in the current term / cessation | Tenure*    | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)# | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)# |
|-----------------|---------------------------------|----------------------------|---|---|------------|--|--|---|
| Mr.             | Sat Narain Gupta                | - AALPG4182G<br>- 00024660 | - Chairperson<br>- Executive  | 01-04-2014  | --         | 1  | --   | --  |
| Mr.             | Mahabir Prasad Gupta            | - ACCPG5357L<br>- 00014681 | - Executive   | 01-04-2014  | --         | 1  | 5  | --  |
| Mr.             | Rajender Prasad Gupta           | - AEQPG2780K<br>- 00048888 | - Executive   | 01-04-2014  | --         | 1  | 1  | --  |
| Mr.             | Ajay Gupta                      | - AARPG4652R<br>- 02187741 | - Executive   | 01-04-2017  | --         | 1  | --   | --  |
| Mr.             | Abhaykumar Rajendrakumar Sharma | - AHAPS2746N<br>- 07780742 | - Executive   | 01-04-2017  | --         | 1  | --   | --  |
| Mr.             | Pankaj Gupta                    | - AIVPG5306Q<br>- 01913719 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | 2  | 5   |
| Mr.             | Ram Kanwar                      | - AJYPK7498K<br>- 02277237 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | --   | --  |
| Ms.             | Sujata Agarwal                  | - AGLPA4108J<br>- 06958738 | - Non-Executive<br>- Independent  | 01-09-2014  | 31-08-2019 | 1  | 5  | 2   |
| Mr.             | Suresh Kumar Garg               | - ABJPG8975E<br>- 02254899 | - Non-Executive<br>- Independent  | 30-05-2016  | 29-05-2021 | 1  | 1  | --  |
| Mr.             | Rajesh Gupta                    | - ACDPG1306N<br>- 00025368 | - Non-Executive<br>- Independent  | 26-06-2017  | 25-06-2022 | 1  | --   | --  |

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& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

# **Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.**

**II. COMPOSITION OF COMMITTEES**

| Name of Committee                            | Name of Committee members  | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)§                                      |
|--|--|--|
| 1. Audit Committee                           | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Rajender Prasad Gupta | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |
| 2. Nomination & Remuneration Committee       | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr.Suresh Kumar Garg      | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Independent - NonExecutive |
| 3. Risk Management Committee (if applicable) | - Not Applicable -   | -  |
| 4. Stakeholders Relationship Committee'      | - Mr. Pankaj Gupta<br>- Mrs. Sujata Agarwal<br>- Mr. Mahabir Prasad Gupta  | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

| <b>III. MEETING OF BOARD OF DIRECTORS</b>                  |  |  |
|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 26-06-2017   | 14-08-2017   | 48   |

**IV. MEETING OF COMMITTEES**

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| <b>i) AUDIT COMMITTEE</b>  |  |  |  |
| 1 11-07-2017   | Yes  | 30-05-2017   | 41   |
| 2 14-08-2017   | Yes  |  | 33   |
| <b>ii) NOMINATION &amp; REMUNERATION COMMITTEE</b>                 |  |  |  |
| -  | Yes  | 26-06-2017   |  |
| <b>iii) STAKEHOLDERS RELATIONSHIP COMMITTEE</b>                    |  |  |  |
| 1 04-07-2017   | Yes  | 03-04-2017   |  |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. RELATED PARTY TRANSACTIONS**

| <i>Subject</i>   | <i>Compliance status (Yes/No/NA) refer note below</i> |
|--|---|
| Whether prior approval of audit committee obtained   | YES   |
| Whether shareholder approval obtained for material RPT   | N.A.  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A.  |

**Note**

- 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.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here:

**Place: New Delhi**  
**Dated: October 3, 2017.**

**NAME** : **Sd/- (NIKITA BAHL)**  
**DESIGNATION** : **Company Secretary & Compliance Officer**

# REPORT ON CORPORATE GOVERNANCE

To be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

## ANNEXURE-III

### I Affirmations

| <b>Broad heading</b>   | <b>Regulation Number</b>                    | <b>Compliance status (Yes/No/NA) refer note below</b> |
|--|---|---|
| <i>Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on Website</i> | 46(2)                                       | Yes   |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>  | 18(1)(d)                                    | Yes   |
| <i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>  | 19(3)                                       | Yes   |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i>  | <i>34(3) read with para C of Schedule V</i> | Yes   |

### Note

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- 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.

Sd/-

Place: New Delhi  
Dated: October 3, 2017.

NAME :  
DESIGNATION :

(NIKITA BAHL)  
Company Secretary & Compliance Officer

## REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**  
 2. Quarter ending : **30th June, 2017**

**ANNEXURE-I**

### I. COMPOSITION OF BOARD OF DIRECTORS

| Title (Mr./ Ms) | Name of the Director                     | PANs & DIN                 | Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) & | Date of Appointment in the current term / cessation | Tenure*    | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)# | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)# |
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| Mr.             | Sat Narain Gupta                         | - AALPG4182G<br>- 00024660 | - Chairperson<br>- Executive  | 01-04-2014  | --         | 1  | --   | --  |
| Mr.             | Mahabir Prasad Gupta                     | - ACCPG5357L<br>- 00014681 | - Executive   | 01-04-2014  | --         | 1  | 5  | --  |
| Mr.             | Rajender Prasad Gupta                    | - AEQPG2780K<br>- 00048888 | - Executive   | 01-04-2014  | --         | 1  | 1  | --  |
| Mr.             | Ajay Gupta                               | - AARPG4652R<br>- 02187741 | - Executive   | 01-04-2017  | --         | 1  | --   | --  |
| Mr.             | Abhaykumar Rajendrakumar Sharma          | - AHAPS2746N<br>- 07780742 | - Executive   | 01-04-2017  | --         | 1  | --   | --  |
| Mr.             | <b>Virender Kumar Sharma<sup>@</sup></b> | - ABRPS1788H<br>- 05106079 | - Executive   | <b>01-04-2017</b>                                   |            | 1  | --   | --  |
| Mr.             | Pankaj Gupta                             | - AIVPG5306Q<br>- 01913719 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | 2  | 5   |
| Mr.             | Ram Kanwar                               | - AJYPK7498K<br>- 02277237 | - Non-Executive<br>- Independent  | 01-07-2014  | 30-06-2019 | 1  | --   | --  |
| Ms.             | Sujata Agarwal                           | - AGLPA4108J<br>- 06958738 | - Non-Executive<br>- Independent  | 01-09-2014  | 31-08-2019 | 1  | 5  | 2   |
| Mr.             | Suresh Kumar Garg                        | - ABJPG8975E<br>- 02254899 | - Non-Executive<br>- Independent  | 30-05-2016  | 29-05-2021 | 1  | 1  | --  |
| Mr.             | Rajesh Gupta                             | - ACDPG1306N<br>- 00025368 | - Non-Executive<br>- Independent  | 26-06-2017  | --         | 1  | --   | --  |

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# **Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.**

@ **Mr. Virender Kumar Sharma ceased to be a Director w.e.f. 01.04.2017.**

### II. COMPOSITION OF COMMITTEES

| Name of Committee                            | Name of Committee members  | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee)\$                                     |
|--|--|--|
| 1. Audit Committee                           | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Rajender Prasad Gupta | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |
| 2. Nomination & Remuneration Committee       | - Mrs. Sujata Agarwal<br>- Mr. Pankaj Gupta<br>- Mr. Suresh Kumar Garg     | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Independent - NonExecutive |
| 3. Risk Management Committee (if applicable) | - Not Applicable -   | -  |
| 4. Stakeholders Relationship Committee'      | - Mr. Pankaj Gupta<br>- Mrs. Sujata Agarwal<br>- Mr. Mahabir Prasad Gupta  | - Chairperson - Independent - NonExecutive<br>- Independent - NonExecutive<br>- Executive                  |

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

| <b>III. MEETING OF BOARD OF DIRECTORS</b>                  |  |  |
|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 29-03-2017   | 30-05-2017   | 61   |
|  | 26-06-2017   | 26   |

| <b>IV. MEETING OF COMMITTEES</b>                                   |  |  |  |
|--|--|--|--|
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| <b>i) AUDIT COMMITTEE</b>  |  |  |  |
| 1 30-05-2017   | Yes  | 13-02-2017   | 105  |
| <b>ii) NOMINATION &amp; REMUNERATION COMMITTEE</b>                 |  |  |  |
| 26-06-2017   | Yes  | 29-03-2017   |  |
| <b>iii) STAKEHOLDERS RELATIONSHIP COMMITTEE</b>                    |  |  |  |
| 1 03-04-2017   | Yes  | 02-01-2017   |  |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

| <b>V. RELATED PARTY TRANSACTIONS</b>   |   |
|--|---|
| <i>Subject</i>   | <i>Compliance status (Yes/No/NA) refer note below</i> |
| Whether prior approval of audit committee obtained   | YES   |
| Whether shareholder approval obtained for material RPT   | N.A.  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | N.A.  |

**Note**

- 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.
- If status is "No" details of non-compliance may be given here.

| <b>VI. Affirmations</b>  |
|--|
| <ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>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.</li> <li>This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here:</li> </ol> |

Place: New Delhi  
Dated: July 5, 2017.

Sd/-  
**(NIKITA BAHL)**  
NAME :  
DESIGNATION :  
**Company Secretary & Compliance Officer**