

## CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER, 2022

### i. Composition Of Board of Director

Tit le ( M r. / M s)	Name of the Direct or	DI N	PAN	Cate gory (Cha irpe rson /Exe cuti ve/ Non - Exec utiv e/ Inde pen den t/ No min ee)	S u b C a t e g o r y	Initi al Dat e of App oint men t	Date of App oint men t	Da te of ces sat ion	T e n u r e	Date of Birth	Whe ther the dire ctor is disq ualif ied?	Sta rt Dat e of dis qua lifica tion	En d D at e of dis qua lifica tion	De tail s of dis quali fica tion	C u r re nt dis quali fica tion	Wheth er special resolu tion passed ? [Refer Reg. 17 (1A) of Listing Regula tions]	Dat e of pas sing spe cial res olut ion	No. of Directo rship in listed entities includi ng this listed entity [in referen ce to Regulat ion 17A (1)]	No of Indepe ndent Directo rship in listed entities includi ng this listed entity [in referen ce to proviso to regulat ion 17A (1)]	No of membe rships in Audit/ Stakeh older Committ ee(s) includi ng this listed entity	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities including this listed entity	Me mb ers hip in Co mm itte es of the Co mp any	R e m ar ks
M r.	Ashok Kuma r Goel	00 07 65 53	AGY PG1 248 E	C & ED		15- Mar - 196 9	01- Apr- 202 0		3 6	01- May - 194 6	No				A c t i v e	NA		1	0	0	0		
M r.	Gaura v Goel	00 07 61 11	ADY PG0 561 H	ED	M D	04- Apr- 200 7	01- Apr- 202 0		3 6	24- Sep- 197 3	No				A c t i	NA		2	1	4	0	AC, SC, RC	

															v e									
M r.	Anant Pande	08 18 68 54	AC WP P23 51F	ED	C E O	27- Jul- 202 2	27- Jul- 202 2		3 5	22- Mar - 196 3	No				A c t i v e	NA		1	0	0	0	RM C		
M r.	Mahe sh Prasa d Mehr otra	00 01 67 68	AAA PM2 948 M	ID		06- Jul- 198 7	02- Sep- 201 9		6 0	26- Sep- 194 0	No				A c t i v e	Yes	02 - Se p- 20 19	3	1	3	1	AC, NR C		
M r.	Yashw ardha n Podda r	00 00 87 49	AFU PP5 690 N	ID		30- Jul- 202 0	30- Jul- 202 0		6 0	30- May - 197 0	No				A c t i v e	NA		1	1	2	0	AC, SC, NR C		
M r.	Satpal Kuma r Arora	00 06 14 20	AAO PA5 916 B	ID		30- Jul- 202 0	30- Jul- 202 0		6 0	01- Apr- 195 8	No				A c t i v e	NA		3	3	3	1	NR C		
M r.	Anuj Khann a	00 02 50 87	AM YPK 291 4R	ID		07- Jun- 202 1	07- Jun- 202 1		6 0	12- Jul- 197 3	No				A c t i v e	NA		1	1	2	1	AC, SC, RC		
M s.	Pallav i Khand elwal	09 68 55 35	AM VPS 044 OB	ID		27- Jul- 202 2	27- Jul- 202 2		6 0	03- Apr- 197 8	No				A c t i v e	NA		1	1	0	0			

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson	29-Dec-2000	
2	Gaurav Goel	ED	Member	27-May-2015	
3	Yashwardhan Poddar	ID	Member	02-Feb-2021	
4	Anuj Khanna	ID	Member	18-Sep-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Anuj Khanna	ID	Chairperson	04-May-2022	
2	Gaurav Goel	ED	Member	04-May-2022	
3	Yashwardhan Poddar	ID	Member	06-Nov-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Gaurav Goel	ED	Chairperson	12-Nov-2014	
2	Anuj Khanna	ID	Member	04-May-2022	
3	Anant Pande	ED	Member	27-Jul-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Mahesh Prasad Mehrotra	ID	Chairperson	31-Dec-2001	
2	Satpal Kumar Arora	ID	Member	06-Nov-2020	
3	Yashwardhan Poddar	ID	Member	04-May-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>No. of Independent Directors attending the meeting</b>
27-Jul-2022	Yes	8	6	4
20-Oct-2022	Yes	8	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of	84

days)	
-------	--

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Total Number of Directors in the Committee as on date of the meeting</b>	<b>Number of Directors present (All directors including Independent Director)</b>	<b>Number of Independent directors attending the meeting</b>	<b>Number of Members attending the Meeting (Other than Board of Directors)</b>
Audit Committee	27-Jul-2022	Yes	4	3	2	0
Audit Committee	20-Oct-2022	Yes	4	3	2	0
Nomination & Remuneration Committee	27-Jul-2022	Yes	3	2	2	0
Risk Management Committee	27-Jul-2022	Yes	3	3	1	0

<b>Company Remarks</b>	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	84

**v. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	<b>The omnibus approval for the Related Party Transactions was taken in the Audit Committee Meeting and Board Meeting held on 20th October, 2022. The transactions after the approval will be reviewed by the Audit Committee in the meeting that will be held for quarter ended 31st December, 2022.</b>
--	---

**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 1000 listed entities) - **Yes**
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** : **Aparna Goel**  
**Designation** : **Company Secretary & Compliance Officer**