

Corporate Governance Report of Gravita India Limited for quarter ended 31.03.2016

Name of the Listed Entity		Gravita India Limited										
Quarter ending:		31.03.2016										
Composition of Board of Directors												
Title (Mr./ Ms./ Mrs.)	Name of the Director	DIN	PAN	Category (Chariman /Executive/ Non-Executive/Independent /Nominee)	Date of appointment in the current term	Date of Cessation	Tenure (in Years)	Number of Directorships in listed entities including this listed entity as per Regulation 25(1)	Number of Memberships in Audit/Stakeholders Relationship Committee(s) including this listed entity	Number of post of Chairperson in Audit/Stakeholders Relationship Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr.	Mahavir Prasad Agarwal	0188179	ACGPA2309G	Chairman & Executive Director	27-Mar-07	-	-	1	1	0	Stakeholders Committee	
Mr.	Rajat Agrawal	0855284	AATPA5125F	Executive Director	4-Aug-92	-	-	1	1	0	-	
Mr.	Rajeev Surana	01374077	ADGPS3250G	Executive Director	26-Nov-05	14-Mar-16	-	-	-	-	Stakeholders Committee	
Mr.	Dinesh Kumar Govil	02402409	AARPG2146G	Independent Director	2-Aug-14	-	6 Years	1	2	2	Audit Committee Nomination and Remuneration Committee Stakeholders Committee	
Mr.	Yogesh Mohan Kharbanda	02733082	AEIPK4227M	Independent Director	2-Aug-14	-	5 Years	1	1	0	Audit Committee Nomination and Remuneration Committee	
Mr.	Arun Kumar Gupta	02749451	AAZPG2146G	Independent Director	2-Aug-14	-	6 Years	1	1	0	Audit Committee Nomination and Remuneration Committee	
Mrs.	Chanchal Chadha Phadnis	07133840	AAGPP7382Q	Independent Director	24-Mar-15	-	1 year	1	1	0	Audit Committee	

Composition of Committees

S.No.	Name of Committee	Name of Committee Members	Executive/Non-Executive/Independent/Nominee	Company Remarks
1	Audit Committee	Mr. Dinesh Kumar Govil Mr. Arun Kumar Gupta Mr. Yogesh Mohan Kharbanda Mrs. Chanchal Chadha Phadnis	Chairman Member Member Member	-
2	Nomination & Remuneration Committee	Mr. Dinesh Kumar Govil Mr. Arun Kumar Gupta Mr. Yogesh Mohan Kharbanda	Member Member Member	-
3	Stakeholder Grievance Committee	Mr. Dinesh Kumar Govil Mr. Rajat Agrawal Dr. M.P. Agarwal	Chairman Member Member	-

Meeting of Board Directors

S.No.	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)	Company Remarks
1	30-Oct-15	1-Feb-16	85	-
2	7-Nov-15	14-Mar-16	-	-
3	-	17-Mar-16	-	-

Meetings of Committee						
S.No.	Name of Committee	Date(s) of meeting of the Committee in the previous quarter	Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum Gap between any two consecutive meetings (in number of days) [only for Audit Committee]	Company Remarks
1	Audit Committee	7-Nov-15	1-Feb-16	Yes	85	
2	Stakeholders Relationship	-	1-Feb-16	Yes	-	

Related Party Transactions			
S.No.	Subject	Compliance Status (Yes/No/N.A.)	Company Remarks
1	Whether Prior Approval of Audit Committee obtained	Yes	
2	Whether Shareholder Approval obtained for Material RPT	N.A.	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

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) - No
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	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes. Any comments/observations/advice of Board of Directors may be mentioned here.

ANNEXURE II	
I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
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	Not Applicable
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
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	Not Applicable

New name and the old name of the listed entity	Not Applicable
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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	No
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Not Applicable
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	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	Leena Jain
Designation	Company Secretary