

**GRAVITA INDIA LIMITED****CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017****General information about company**

Scrip code	533282
Name of the entity	<b>Gravita India limited</b>
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

**GRAVITA INDIA LIMITED**

**CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017**

**Annexure I**

**I. Composition of Board of Directors**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number 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	Notes
1	Mr	Mahavir Prasad Agarwal	ACGPA2309G	00188179	Executive Director	Chairperson	CM	27-03-2007			1	1	0	
2	Mr	Rajat Agrawal	AATPA5125F	00855284	Executive Director	Not Applicable	MD	04-08-1992			1	1	0	
3	Mr	Dinesh Kumar Govil	AARPG2146G	02402409	Non-Executive - Independent Director	Not Applicable	ID	02-08-2014		32	1	2	2	
4	Mr	Yogesh Mohan Kharbanda	AEIPK4227M	02733082	Non-Executive - Independent Director	Not Applicable	ID	02-08-2014		32	1	1	0	
5	Mr	Arun Kumar Gupta	AAZPG2146G	02749451	Non-Executive - Independent Director	Not Applicable	ID	02-08-2014		32	1	1	0	
6	Mrs	Chanchal Chadha Phadnis	AAGPP7382Q	07133840	Non-Executive - Independent Director	Not Applicable	ID	24-03-2015		25	1	1	0	

**GRAVITA INDIA LIMITED****CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017****Annexure I****II. Composition of Committees****Disclosure of notes on composition of committees explanatory**

<b>Sr</b>	<b>Name Of Committee</b>	<b>Name of Committee members</b>	<b>Category 1 of directors</b>	<b>Category 2 of directors</b>	<b>Name of other committee</b>
1	Audit Committee	Mr. Dinesh Kumar Govil	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mr. Arun Kumar Gupta	Non-Executive - Independent Director	Member	
3	Audit Committee	Mr. Yogesh Mohan Kharbanda	Non-Executive - Independent Director	Member	
4	Audit Committee	Mrs. Chanchal Chadha Phadnis	Non-Executive - Independent Director	Member	
5	Nomination and remuneration committee	Mr. Dinesh Kumar Govil	Non-Executive - Independent Director	Member	
6	Nomination and remuneration committee	Mr. Arun Kumar Gupta	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	Mr. Yogesh Mohan Kharbanda	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Mr. Dinesh Kumar Govil	Non-Executive - Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Dr. Mahavir Prasad Agarwal	Executive Director	Member	
10	Stakeholders Relationship Committee	Mr. Rajat Agrawal	Non-Executive - Independent Director	Member	
11	Corporate Social Responsibility Committee	Mr. Yogesh Mohan Kharbanda	Non-Executive - Independent Director	Chairperson	
12	Corporate Social Responsibility Committee	Mr. Rajat Agrawal	Executive Director	Member	
13	Corporate Social Responsibility Committee	Dr. Mahavir Pradasd Agarwal	Executive Director	Member	

<b>GRAVITA INDIA LIMITED</b>		
<b>CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017</b>		
<b>Annexure I</b>		
<b>III. Meeting of Board of Directors</b>		
<b>Disclosure of notes on meeting of board of directors explanatory</b>		
<b>Sr</b>	<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
1	12-11-2016	
2	05-12-2016	22
3	03-02-2017	59

**GRAVITA INDIA LIMITED****CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017****Annexure I****IV. Meeting of Committees****Disclosure of notes on meeting of committees explanatory**

<b>Sr</b>	<b>Name of Committee</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
1	Audit Committee	03-02-2017	Yes		12-11-2016	82
2	Nomination and remuneration committee		Yes		05-12-2016	

<b>GRAVITA INDIA LIMITED</b>			
<b>CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017</b>			
<b>Annexure I</b>			
<b>V. Related Party Transactions</b>			
<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

GRAVITA INDIA LIMITED		
CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017		
Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

<b>Sr</b>	<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance may be given here.</b>	<b>Web address</b>
1	Details of business	Yes		www.gravitaIndia.com
2	Terms and conditions of appointment of independent directors	Yes		www.gravitaIndia.com
3	Composition of various committees of board of directors	Yes		www.gravitaIndia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.gravitaIndia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.gravitaIndia.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.gravitaIndia.com
8	Policy for determining 'material' subsidiaries	Yes		www.gravitaIndia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.gravitaIndia.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.gravitaIndia.com
11	email address for grievance redressal and other relevant details	Yes		www.gravitaIndia.com
12	Financial results	Yes		www.gravitaIndia.com
13	Shareholding pattern	Yes		www.gravitaIndia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.gravitaIndia.com

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	NA	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material S	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes

**GRAVITA INDIA LIMITED****CORPORATE GOVERNANCE REPORT FOR QUARTER ENDED 31.03.2017****Signatory Details**

Name of signatory	Nitin Gupta
Designation of person	<b>Company Secretary</b>
Place	Jaipur
Date	13-04-2017