## **ANNEXURE I**

# Format to be submitted by listed entity on quarterly basis

 Name of Listed Entity
 Quarter ending - Zenith Birla (India) Limited - 31-Mar-2017

|    |                    |                         | A          | nnexure I    | to be sub                                     | mitted by lis              | ted ei                                | ntity on quar                                    | erly b                      | asis   |  |  |  |       |
|----|--------------------|-------------------------|------------|--------------|---|----------------------------|---------------------------------------|--|-----------------------------|--|--|--|--|-------|
|    |                    |                         |            | I. Com       | position o                                    | f Board of Di              | recto                                 | rs   |                             |  |  |  |  |       |
|    |                    |                         |            |              | Disclosure of                                 | f notes on compo           | sition (                              | of board of direct                               | ors expl                    | anatory  |  |  |  |       |
|    |                    |                         |            | Is there any | change in in                                  | formation of boa           | rd of di                              | irectors compare                                 | to previ                    | ous qua  | rter   |  |  |       |
| Sr | Title (Mr<br>/ Ms) | Name of the<br>Director | PAN        | DIN          | Category 1<br>of<br>directors                 | Category 2 of<br>directors | Cate<br>gory<br>3 of<br>direc<br>tors | Date of<br>appointment in<br>the current<br>term | Date<br>of<br>cessati<br>on | Tenu<br>re of<br>direct<br>or (in<br>mont<br>hs) | No of<br>Directorship<br>in listed<br>entities<br>including<br>this listed<br>entity (Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations) | Number of membership s in Audit/ Stakeholder Committee(s ) including this listed entity (Refer Regulation 26(1) of Listing Regulations ) | No of post of Chairperso n in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of | Notes |
| 1  | Mr                 | Ashish<br>Mahendrakar   | AIWPM6333N | 03584695     | Non-<br>Executive<br>- Non<br>Independ        | Chairperson                |                                       | 13-03-2016                                       |                             |  | 4  | 6  | 2  |       |
| 2  | Mr                 | Pritam<br>Dhanawade     | AMAPD3490K | 07496528     | Non-<br>Executive<br>- Non<br>Independ<br>ent | Not<br>Applicable          |                                       | 26-05-2016                                       |                             |  | 2  | 0  | 1  |       |
| 3  | Mrs                | Minal Pote              | ALQPP4633B | 07163539     | Non-<br>Executive<br>-<br>Independ<br>ent     | Not<br>Applicable          |                                       | 21-04-2015                                       |                             | 60   | 3  | 4  | 0  |       |
| 4  | Mr                 | Milind<br>Prabhudesai   | AWEPP3870F | 07280962     | Non-<br>Executive<br>-<br>Independ            | Not<br>Applicable          |                                       | 28-01-2016                                       |                             | 60   | 3  | 2  | 3  |       |

# II. Composition of Comittees

| Audit Committee |                      |          |                        |  |  |  |
|-----------------|----------------------|----------|------------------------|--|--|--|
| Sr. No.         | Name of the Director | Category | Chairperson/Membership |  |  |  |
| 1               | Ashish Mahendrakar   | C & NED  | Member                 |  |  |  |
| 2               | Minal Pote           | NED,ID   | Member                 |  |  |  |
| 3               | Milind Prabhudesai   | NED,ID   | Chairperson            |  |  |  |

| Stakeholders Relationship Committee |                      |          |                        |  |  |
|-------------------------------------|----------------------|----------|------------------------|--|--|
| Sr. No.                             | Name of the Director | Category | Chairperson/Membership |  |  |
| 1                                   | Milind Prabhudesai   | NED,ID   | Member                 |  |  |
| 2                                   | Ashish Mahendrakar   | C & NED  | Chairperson            |  |  |

| Risk Management Committee |  |
|---------------------------|--|
| NA                        |  |

| Nomination and Remuneration Committee |                      |          |                        |  |  |  |
|---------------------------------------|----------------------|----------|------------------------|--|--|--|
| Sr. No.                               | Name of the Director | Category | Chairperson/Membership |  |  |  |
| 1                                     | Milind Prabhudesai   | NED,ID   | Chairperson            |  |  |  |
| 2                                     | Minal Pote           | NED,ID   | Member                 |  |  |  |
| 3                                     | Ashish Mahendrakar   | C & NED  | Member                 |  |  |  |

| 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 | Maximum gap between<br>any two consecutive (in<br>number of days) |  |  |
| 11-Nov-2016   | 10-Feb-2017   | 90  |  |  |

| IV. Meeting of Committe                | ees   |  |   |   |
|--|---|--|---|---|
| Name of the committee                  | Date(s) of<br>meeting of<br>the committee<br>in the relevant<br>quarter | Whether<br>requirement of<br>Quorum met<br>(details) | Date(s) of<br>meeting of the<br>committee in<br>the previous<br>quarter | Maximum gap between any two consecutive (in number of days) |
| Audit Committee                        | 10-Feb-2017   | Yes,3  | 11-Nov-2016   |   |
| Stakeholders Relationship<br>Committee | 10-Feb-2017   | Yes,2  | 25-Oct-2016   |   |
| Nomination & Remuneration Committee    | 10-Feb-2017   | Yes,3  | 11-Nov-2016   |   |
| Stakeholders Relationship<br>Committee | 03-Mar-2017   | Yes,2  | 25-Oct-2016   |   |

| 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                           |

#### 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 : Suneel Sullere

Designation : Company Secretary & Compliance Office

Place : Mumbai

Date : 13/04/2017

## **ANNEXURE II**

# Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| Details of business Terms and conditions of appointment of independent directors Terms and conditions of appointment of independent directors Composition of various committees of board of directors Code of conduct of board of directors and senior management personnel Petails of establishment of vigil mechanism/ Whistle Blower policy Teriteria of making payments to non-executive directors Policy on dealing with related party transactions Policy for determining material' subsidiaries Policy for determining material' subsidiaries Policy for determining material subsidiaries Pressonsible for assisting and handling investor grevances Policy for determining material subsidiaries Pressonsible for assisting and handling investor grevances Policy for determining material subsidiaries Pressolates Policy for determining material subsidiaries Pressolates Pressolates Pressolates Policy for determining material subsidiaries Pressolates Pressonates and/or their details for the listed entity Pressonation Pressonation Pressonation Pressonation Pressonation Pressonation Pressonation Pressonation Pressonation of londependent Pressonation of londeficer remuneration Pressonation of londeficer remuneration Pressonation of londef | I. Disclosure on website in terms of Listin     | g Regulations                  |      |                |
|--|---|--------------------------------|------|----------------|
| Terms and conditions of appointment of independent directors Composition of various committees of board of directors Code of conduct of board of directors and senior management personnel Yes Details of establishment of vigil mechanism/ Whistle Blower policy Criteria of making payments to non-executive directors Policy of dealing with related party transactions Policy of determining 'material' subsidiaries Policy for determining 'material' subsidiaries Details of familiarization programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Financial results Shareholding pattern Petalis of agreements entered into with the media companies and/or their associates New name and the old name of the listed entity Yes I 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' Board composition 17(1) Yes Meeting of Board of directors 17(2) Pes Review of Compliance Reports 17(4) Yes Plans for orderly succession for 17(4) Specificate 17(6) 17(7) Yes Parison orderly succession for 17(4) Pes Review of Compliance Reports 17(7) Yes Plans for orderly succession for 17(1) Yes Meeting of Board of directors 17(2) Yes Pes Pese/compensation 17(6) Yes Pinas for orderly succession for 17(4) Pes Code of Conduct 17(5) Yes Pinas for orderly succession for 17(4) Yes Pinas for orderly succession for 17(4) Yes Pinas for orderly succession for 17(4) Pes Composition of Audit Committee 18(2) Per Composition of Audit Committee 18(2) Per Composition of Forder Relationship Committee Composition of Stakeholder Relationship Committee Vigil Mechanism 22 Yes  | Item  |                                |      | (Yes/No/NA)    |
| Composition of various committees of board of directors   Yes   Code of conduct of board of directors and senior management personnel   Details of establishment of vigil mechanism/ Whistle Blower policy   Yes   Criteria of making payments to non-executive directors   Yes   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   ersponsible for assisting with relevant details   Yes   ersponsible for assisting with relevant details   Yes   ersponsible for assisting with relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible of their grievance redressal and other relevant details   Yes   ersponsible for assisting with relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievance redressal and other relevant details   Yes   ersponsible for grievanc | Details of business                             |                                |      |                |
| Code of conduct of board of directors and senior management personnel Details of establishment of vigil mechanism/ Whistle Blower policy Yes Criteria of making payments to non-executive directors Policy on dealing with related party transactions Policy for determining material subsidiaries Policy for determining material subsidiaries 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 email address for grievance redressal and other relevant details Yes Shareholding pattern Petails of agreements entered into with the media companies and/or their associates New name and the old name of the listed entity Yes Il Annual Affirmations Particulars Regulation Number (Yes/No/NA) Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or' eligibility' Board composition 17(1) Yes Review of Compliance Reports 17(2) Yes Review of Compliance Reports 17(3) Yes Plans for orderly succession for appointments Pressorted Reports 17(6) Nes Review of Compliance Reports 17(6) Nes Resident Press Risk Assessment & Management 17(9) Yes Risk Assessment & Management 17(10) Yes Deromosition of Audit Committee 18(1) Review of Committee 18(1) Review of Committee 18(2) Review of Committee 18(2) Res Review of Committee 18(2) Res Res Resident Res   |   |                                |      |                |
| Details of establishment of vigil mechanism/Whistle Blower policy Criteria of making payments to non-executive directors Policy of dealing with related party transactions Policy for determining 'material' subsidiaries Details of familiarization programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Planacial results Shareholding pattern Petails of agreements entered into with the media companies and/or their associates New name and the old name of the listed entity 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' Board composition 17(1) Board composition 17(2) Pes Review of Compliance Reports 17(3) Pes Plans for orderly succession for appointments Code of Conduct 17(5) Pes Pes/compensation 17(6) Pes Pes/compensation 17(7) Pes Performance Evaluation of Independent 17(10) Pes Performance Tevaluation of Independent 17(10) Pes Performance Tevaluation of Independent 17(10) Pes Composition of Audit Committee 18(2) Pes Composition of Nomination & remuneration Commosition of Stakeholder Relationship Commomittee Composition of Stakeholder Relationship Committee Vigil Mechanism 22 Pes   |   |                                |      |                |
| Criteria of making payments to non-executive directors Policy on dealing with related party transactions Policy for determining "material" subsidiaries Details of familiarization programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Yes Policy for desire and the programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Yes Policy for details Yes Policy for details Yes Prinancial results Yes Particulars Regulation Number Yes  Il Annual Affirmations Particulars Regulation Number Regulation Number (Yes/No/NA) Independent director(s) have been appointed in terms of specified criteria of independence and/or 'eligibility' Independence and/or 'e | Code of conduct of board of directors and se    | nior management personne       | el   | Yes            |
| Policy on dealing with related party transactions Policy for determining 'material's subsidiaries Policy for determining 'material's subsidiaries Details of familiarization programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Pes Financial results Pharical results Particulars Particulars Particulars Particulars Particulars Pharical remails defined orderia of 'independent director(s) have been appointed in terms of specified orderia of 'independence' and/or 'eligibility' Pes Board composition Plans for orderly succession for appointments Plans for orderly succession for appointments Code of Conduct Plans for orderly succession for appointments Code of Conduct Pessompensation Preformance Evaluation of Independent Directors Performance Evaluation of Independent Directors Composition of Audit Committee Particular Press Press Particular Press Particular Press Press Particular Press Press Particular Press Press Particular Press Press Press Particular Press Press Press Particular Press Pr | Details of establishment of vigil mechanism/    | Whistle Blower policy          |      | Yes            |
| Policy for determining 'material' subsidiaries  Details of familiarization programmes imparted to independent directors  Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details  Yes  Financial results  Yes  Shareholding pattern  Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  I 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'  Board composition  Period of Gompliance Reports  Plans for orderly succession for appointments  Code of Conduct  Fees/compensation  17(6)  Yes  Minimum Information  17(7)  Yes  Mesing Assessment & Management  17(8)  Performance Evaluation of Independent  Directors  Composition of Audit Committee  18(1)  Review of Audit Committee  18(2)  Composition of Stakeholder Relationship  Commosition are levaluation of Irisk management  Commomittee  Composition of Stakeholder Relationship  Committee  Vigil Mechanism  22  Yes  | Criteria of making payments to non-executive    | e directors                    |      | Yes            |
| Details of familiarization programmes imparted to independent directors Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Financial results Financial |   | ons                            |      | Yes            |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances 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 New name and the old name of the listed entity Yes 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 feligibility 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 Code of Conduct 17(5) Yes Resident of Conduct 17(6) Yes Minimum Information 17(7) Yes Compliance Certificate 17(8) Yes Risk Assessment & Management 17(9) Yes Performance Evaluation of Independent 17(10) Yes Meeting of Audit Committee 18(2) Yes Composition of Audit Committee 18(2) Yes Composition of Stakeholder Relationship 20(1) & (2) Yes Committee Vigil Mechanism 22 Yes Vigil Mechanism 22 Yes Vigil Mechanism 22 Yes   | Policy for determining 'material' subsidiaries  |                                |      | Yes            |
| responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details Financial results  Shareholding pattern  Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  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  Board composition  Meeting of Board of directors  17(2)  Plans for orderly succession for appointments  Code of Conduct  Tr(5)  Fees/compensation  17(6)  Minimum Information  17(7)  Yes  Risk Assessment & Management  17(9)  Performance Evaluation of Independent  Directors  Composition of Audit Committee  18(1)  Meeting of Audit Committee  18(2)  Composition of Stakeholder Relationship  Committee  Composition and role of risk management  20(1), (2), (3), (4)  Ves  Ves  Ves  Ves  Ves  Ves  Composition and role of risk management  Committee  Vigil Mechanism  22  Ves  Ves  Ves  Ves  Ves  Ves  Ves  | Details of familiarization programmes imparte   | ed to independent directors    | 3    | Yes            |
| email address for grievance redressal and other relevant details Financial results Financial results Formation of agreements entered into with the media companies and/or their associates Particulars Formations  Particulars Formation of Specified criteria of independent of Compliance Status (Yes/No/NA)  Independence and/or 'eligibility'  Board composition Formation of Compliance Reports Formation of Compliance Composition of Audit Committee Formation of Audit Committee Formation of Composition of Normation Reports Formation of Composition Composition of Composition Composition  | Contact information of the designated official  | ls of the listed entity who ar | e    | Yes            |
| Financial results Shareholding pattern Details of agreements entered into with the media companies and/or their associates New name and the old name of the listed entity 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' Board composition Board composition Flans for orderly succession for appointments Code of Conduct Fees*Compensation Compliance Certificate Resident of Independent Information Info | responsible for assisting and handling investor | or grievances                  |      |                |
| Details of agreements entered into with the media companies and/or their associates   Yes  |   | her relevant details           |      | Yes            |
| Details of agreements entered into with the media companies and/or their associates  New name and the old name of the listed entity  II Annual Affirmations  Particulars  Regulation Number  If (1)(b) & 25(6)  Independent director(s) have been appointed in terms of specified criteria of independence' and/or 'eligibility'  Board composition  If (1)  Meeting of Board of directors  Plans for orderly succession for appointments  Code of Conduct  Fees/compensation  If (5)  Messessment & Management  If (6)  Messessment & Management  If (8)  If (9)  Yes  Performance Evaluation of Independent  Directors  Composition of Audit Committee  Review of Audit Committee  Composition of Stakeholder Relationship  Composition and role of risk management  Commosition and role of risk management  If (2)  Yes  Yes  Yes  Yes  Addition Number  Compliance Status  (Yes/No/NA)  If (1)  Yes  Hell (1)  Yes  Yes  Yes  Yes  Yes  Yes  Yes  Ye  | Financial results                               |                                |      |                |
| Associates New name and the old name of the listed entity II Annual Affirmations  Particulars  Regulation Number (Yes/No/NA)  Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'  Board composition  Meeting of Board of directors Review of Compliance Reports Plans for orderly succession for appointments  Code of Conduct Fees/compensation  17(6) Minimum Information 17(7) Yes  Composition of Audit Committee 17(9) Performance Evaluation of Independent Directors  Composition of Audit Committee 18(1) Composition of Stakeholder Relationship Composition and role of risk management Composition and role of risk management Committee Vigil Mechanism  22 Yes   | Shareholding pattern                            |                                |      | Yes            |
| Associates New name and the old name of the listed entity II Annual Affirmations  Particulars  Regulation Number (Yes/No/NA)  Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'  Board composition  Meeting of Board of directors Review of Compliance Reports Plans for orderly succession for appointments  Code of Conduct Fees/compensation  17(6) Minimum Information 17(7) Yes  Composition of Audit Committee 17(9) Performance Evaluation of Independent Directors  Composition of Audit Committee 18(1) Composition of Stakeholder Relationship Composition and role of risk management Composition and role of risk management Committee Vigil Mechanism  22 Yes   | Details of agreements entered into with the n   | nedia companies and/or the     | eir  | Yes            |
| Il Annual Affirmations   Regulation Number   Compliance status (Yes/No/NA)     Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'     Board composition   17(1)   Yes     Meeting of Board of directors   17(2)   Yes     Plans for orderly succession for appointments   17(4)   Yes     All Directors   17(5)   Yes     Minimum Information   17(7)   Yes     Minimum Information   17(7)   Yes     Risk Assessment & Management   17(8)   Yes     Performance Evaluation of Independent Directors   18(1)   Yes     Composition of Audit Committee   18(2)   Yes     Composition of Stakeholder Relationship   20(1) & (2)   Yes     Committee   Vigil Mechanism   22   Yes     Ves   Committee   Ves     Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves      | associates                                      | ·                              |      |                |
| Regulation Number   Compliance status (Yes/No/NA)     Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'     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(6)   Yes     Code of Conduct   17(5)   Yes     Fees/compensation   17(7)   Yes     Minimum Information   17(7)   Yes     Compliance Certificate   17(8)   Yes     Risk Assessment & Management   17(9)   Yes     Performance Evaluation of Independent   17(10)   Yes     Directors   Composition of Audit Committee   18(1)   Yes     Composition of Independent   19(1) & (2)   Yes     Commosition of Stakeholder Relationship   20(1) & (2)   Yes     Ves   Ves     Ves   Ves   Ves     Commosition and role of risk management   21(1),(2),(3),(4)   Yes     Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves   Ves   Ves     Ves   Ves   Ves   Ves   Ves   Ves   Ves   Ves     Ves    | New name and the old name of the listed ent     | tity                           |      | Yes            |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'  Board composition  Meeting of Board of directors  Review of Compliance Reports  Plans for orderly succession for appointments  Code of Conduct  Fees/compensation  17(1)  Yes  17(2)  Yes  Review of Compliance Reports  17(3)  Ples  Plans for orderly succession for appointments  Code of Conduct  17(5)  Fees/compensation  17(6)  Yes  Compliance Certificate  17(8)  Performance Evaluation of Independent  Directors  Composition of Audit Committee  18(1)  Meeting of Audit Committee  18(2)  Composition of Stakeholder Relationship  Composition and role of risk management  Vigil Mechanism  16(1)(b) & 25(6)  Yes  Yes  16(1)(b) & 25(6)  Yes  16(1)(b) & 25(6)  Yes  16(1)(b) & 25(6)  Yes  17(1)  Yes  17(2)  Yes  17(2)  Yes  17(3)  Yes  17(4)  Yes  17(5)  Yes  17(6)  Yes  17(7)  Yes  17(7)  Yes  17(8)  Yes  17(9)  Yes  17(10)  Yes  17(10)  Yes  17(10)  Yes  18(1)  Yes  18(2)  Yes  18(3)  Yes  18(4)  Yes  18(5)  Yes  18(6)  Yes  18(7)  Yes  18(8)  Yes  18(9)  Yes  18(9)  Yes  18(1)  Ye | Il Annual Affirmations                          |                                |      |                |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'  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  Code of Conduct 17(5) Yes  Fees/compensation 17(6) Yes  Minimum Information 17(7) Yes  Compliance Certificate 17(8) Yes  Performance Evaluation of Independent 17(10) Yes  Directors  Composition of Audit Committee 18(2) Yes  Composition of Stakeholder Relationship Committee  Composition and role of risk management 21(1),(2),(3),(4) Yes  Ves  Ves  In (1)(b) & 25(6) Yes  Yes  17(1) Yes  17(1) Yes  17(1) Yes  17(2) Yes  17(3) Yes  17(4) Yes  17(4) Yes  17(5) Yes  17(6) Yes  17(7) Yes  17(8) Yes  17(9) Yes  17(10) Yes  17(10) Yes  17(10) Yes  17(10) Yes  18(1) Yes  18(2) Yes  18(3) Yes  18(4) Yes  18(5) Yes  18(6) Yes  18(7) Yes  18(7) Yes  18(8) Yes  18(9) Yes  18(1) Yes   | Particulars                                     | Regulation Number              | Com  | pliance status |
| appointed in terms of specified criteria of 'independence' and/or 'eligibility'  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  Code of Conduct 17(5) Yes  Fees/compensation 17(6) Yes  Minimum Information 17(7) Yes  Compliance Certificate 17(8) Yes  Risk Assessment & Management 17(9) Yes  Performance Evaluation of Independent 17(10) Yes  Directors  Composition of Audit Committee 18(1) Yes  Meeting of Audit Committee 18(2) Yes  Composition of Stakeholder Relationship 20(1) & (2) Yes  Composition and role of risk management 21(1),(2),(3),(4) Yes  Vigil Mechanism 22 Yes   |   |                                | (Yes | /No/NA)        |
| 'independence' and/or 'eligibility'     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)     Yes       Code of Conduct     17(5)     Yes       Fees/compensation     17(6)     Yes       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     20(1) & (2)     Yes       Composition and role of risk management committee     21(1),(2),(3),(4)     Yes       Vigil Mechanism     22     Yes  | Independent director(s) have been               | 16(1)(b) & 25(6)               | Yes  |                |
| Board composition17(1)YesMeeting of Board of directors17(2)YesReview of Compliance Reports17(3)YesPlans for orderly succession for appointments17(4)YesCode of Conduct17(5)YesFees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)YesPerformance Evaluation of Independent<br>Directors17(10)YesComposition of Audit Committee18(1)YesMeeting of Audit Committee18(2)YesComposition of nomination & remuneration<br>committee19(1) & (2)YesComposition of Stakeholder Relationship<br>Composition and role of risk management<br>committee20(1) & (2)YesComposition and role of risk management<br>committee21(1),(2),(3),(4)Yes  | appointed in terms of specified criteria of     |                                |      |                |
| Meeting of Board of directors17(2)YesReview of Compliance Reports17(3)YesPlans for orderly succession for appointments17(4)YesCode of Conduct17(5)YesFees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)YesPerformance Evaluation of Independent<br>Directors17(10)YesComposition of Audit Committee18(1)YesMeeting of Audit Committee18(2)YesComposition of nomination & remuneration<br>committee19(1) & (2)YesComposition of Stakeholder Relationship<br>Composition and role of risk management<br>committee20(1) & (2)YesComposition and role of risk management<br>committee21(1),(2),(3),(4)Yes   | 'independence' and/or 'eligibility'             |                                |      |                |
| Review of Compliance Reports17(3)YesPlans for orderly succession for<br>appointments17(4)YesCode of Conduct17(5)YesFees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)YesPerformance Evaluation of Independent<br>Directors17(10)YesComposition of Audit Committee18(1)YesMeeting of Audit Committee18(2)YesComposition of nomination & remuneration<br>committee19(1) & (2)YesComposition of Stakeholder Relationship<br>Committee20(1) & (2)YesComposition and role of risk management<br>committee21(1),(2),(3),(4)YesVigil Mechanism22Yes  | Board composition                               | 17(1)                          | Yes  |                |
| Plans for orderly succession for appointments  Code of Conduct  Fees/compensation  In (6)  Minimum Information  In (7)  Compliance Certificate  Risk Assessment & Management  Performance Evaluation of Independent  Directors  Composition of Audit Committee  Meeting of Audit Committee  Composition of Stakeholder Relationship  Composition and role of risk management  Vigil Mechanism  17(4)  Yes  Yes  Yes  Yes  Yes  17(5)  Yes  Yes  Yes  Yes  Yes  17(7)  Yes  Yes  Yes  Yes  Yes  20(1) & (2)  Yes  Yes  Yes  | Meeting of Board of directors                   | 17(2)                          | Yes  |                |
| appointments  Code of Conduct  Fees/compensation  I7(6)  Minimum Information  17(7)  Compliance Certificate  I7(8)  Risk Assessment & Management  Performance Evaluation of Independent  Directors  Composition of Audit Committee  Meeting of Audit Committee  Composition of Stakeholder Relationship  Composition and role of risk management  Composition and role of risk management  Committee  Vigil Mechanism  17(5)  Yes  Yes  Yes  Yes  Yes  20(1) & (2)  Yes  Yes   | Review of Compliance Reports                    | 17(3)                          | Yes  |                |
| Code of Conduct17(5)YesFees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)YesPerformance Evaluation of Independent<br>Directors17(10)YesComposition of Audit Committee18(1)YesMeeting of Audit Committee18(2)YesComposition of nomination & remuneration<br>committee19(1) & (2)YesComposition of Stakeholder Relationship<br>Committee20(1) & (2)YesComposition and role of risk management<br>committee21(1),(2),(3),(4)Yes  | Plans for orderly succession for                | 17(4)                          | Yes  |                |
| Fees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)YesPerformance Evaluation of Independent Directors17(10)YesComposition of Audit Committee18(1)YesMeeting of Audit Committee18(2)YesComposition of nomination & remuneration committee19(1) & (2)YesCommosition of Stakeholder Relationship Committee20(1) & (2)YesComposition and role of risk management committee21(1),(2),(3),(4)YesVigil Mechanism22Yes   | appointments                                    |                                |      |                |
| Fees/compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesRisk Assessment & Management17(9)YesPerformance Evaluation of Independent<br>Directors17(10)YesComposition of Audit Committee18(1)YesMeeting of Audit Committee18(2)YesComposition of nomination & remuneration<br>committee19(1) & (2)YesComposition of Stakeholder Relationship<br>Committee20(1) & (2)YesComposition and role of risk management<br>committee21(1),(2),(3),(4)YesVigil Mechanism22Yes   | Code of Conduct                                 | 17(5)                          | Yes  |                |
| Compliance Certificate 17(8) Yes  Risk Assessment & Management 17(9) Yes  Performance Evaluation of Independent 17(10) Yes  Directors  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 20(1) & (2) Yes  Committee Composition and role of risk management committee 21(1),(2),(3),(4) Yes  Vigil Mechanism 22 Yes  | Fees/compensation                               |                                | Yes  |                |
| Compliance Certificate 17(8) Yes  Risk Assessment & Management 17(9) Yes  Performance Evaluation of Independent 17(10) Yes  Directors 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  Committee Composition and role of risk management committee 21(1),(2),(3),(4) Yes  Vigil Mechanism 22 Yes  | Minimum Information                             | 17(7)                          | Yes  |                |
| Risk Assessment & Management 17(9) Yes  Performance Evaluation of Independent Directors  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) Yes  Vigil Mechanism 22 Yes  | Compliance Certificate                          |                                | Yes  |                |
| Performance Evaluation of Independent Directors  Composition of Audit Committee  Meeting of Audit Committee  Composition of nomination & remuneration committee  Composition of Stakeholder Relationship Committee  Composition and role of risk management committee  Vigil Mechanism  17(10)  Yes  Yes  Yes  20(1) & (2)  Yes  21(1),(2),(3),(4)  Yes  |   |                                |      |                |
| Directors       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)       Yes         Vigil Mechanism       22       Yes  | Performance Evaluation of Independent           |                                |      |                |
| Composition of Audit Committee       18(1)       Yes         Meeting of Audit Committee       18(2)       Yes         Composition of nomination & remuneration committee       19(1) & (2)       Yes         Committee       20(1) & (2)       Yes         Committee       21(1),(2),(3),(4)       Yes         Vigil Mechanism       22       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)       Yes         Vigil Mechanism       22       Yes   | Composition of Audit Committee                  | 18(1)                          | 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)       Yes         Vigil Mechanism       22       Yes  | ,   |                                |      |                |
| committee     20(1) & (2)     Yes       Committee     21(1),(2),(3),(4)     Yes       Committee     21(1),(2),(3),(4)     Yes       Vigil Mechanism     22     Yes   | Composition of nomination & remuneration        |                                |      |                |
| Committee  Composition and role of risk management committee  Vigil Mechanism  21(1),(2),(3),(4)  Yes  Yes   | committee                                       |                                |      |                |
| Committee  Composition and role of risk management committee  Vigil Mechanism  21(1),(2),(3),(4)  Yes  Yes   |   | 20(1) & (2)                    | Yes  |                |
| Composition and role of risk management committee       21(1),(2),(3),(4)       Yes         Vigil Mechanism       22       Yes   | Committee                                       |                                |      |                |
| committeeYigil Mechanism22Yes  |   | 21(1),(2),(3),(4)              | Yes  |                |
| Vigil Mechanism 22 Yes   | committee                                       |                                |      |                |
| <b>U</b>   |   | 22                             | Yes  |                |
|  |   |                                |      |                |

| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)              | Yes |
|---|-------------------------|-----|
| Approval for material related party transactions  | 23(4)                   | Yes |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)                   | Yes |
| 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-<br>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 : Suneel Sullere

Designation : Company Secretary & Compliance Office

Place : Mumbai

Date : 13/04/2017