

Name of Listed Entity:
Parent Entity:

Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	Number 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.	Kapil Kapoor	PAN: [REDACTED] DIN: 00178966	Chairperson- Non- Executive	5/14/2014		1	1	1
Mr.	Sanjeev Bikhchandani	PAN: [REDACTED] DIN: 00065640	Executive Director - Vice Chairman	27-Apr-11		1	0	0
Mr.	Hitesh Oberoi	PAN: [REDACTED] DIN: 01189953	Executive Director - Managing Director & Chief Executive Officer	27-Apr-11		1	0	0
Mr.	Chintan Thakkar	PAN: [REDACTED] DIN: 00678173	Executive Director - Whole-time Director & Chief Financial Officer	16-Oct-14		1	1	0
Mr.	Sharad Malik	PAN: [REDACTED] DIN: 07045964	Non-Executive- Independent	16-Dec-14/ 15-Dec-19	5	1	1	0
Mr.	Arun Duggal	PAN: [REDACTED] DIN: 00024262	Non-Executive- Independent	01-04-2014 / 31-Mar-19	5	6	6	1
Mr.	Suarabh Srivastava	PAN: [REDACTED] DIN: 00380453	Non-Executive- Independent	01-04-2014 / 31-Mar-19	5	3	3	0
Mr.	Naresh Gupta	PAN: [REDACTED] DIN: 00172311	Non-Executive- Independent	01-04-2014 / 31-Mar-19	5	1	1	0
Ms.	Bala Deshpande	PAN: [REDACTED] DIN: 00020130	Non-Executive- Independent	01-04-2014 / 31-Mar-19	5	2	2	0



I. Composition of Committees

Sl.No	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1	Audit Committee	Mr. Arun Duggal	Non-Executive- Independent
		Mr. Saurabh Srivastava	Non-Executive- Independent
		Mr. Naresh Gupta	Non-Executive- Independent
		Mr. Sharad Malik	Non-Executive- Independent
2	Nomination & Remuneration Committee	Mr. Saurabh Srivastava	Non-Executive- Independent
		Ms. Bala Deshpande	Non-Executive- Independent
		Mr. Kapil Kapoor	Non- Executive- Chairperson
3	Stakeholders Relationship Committee	Mr. Kapil Kapoor	Non- Executive- Chairperson
		Ms. Bala Deshpande	Non-Executive- Independent
		Mr. Chintan Thakkar	Executive
4	Risk Management Committee	Mr. Chintan Thakkar	Executive
		Mr. Sanjeev Bikhchandani	Executive
		Mr. Hitesh Oberoi	Executive
			Executive

I. Meeting of Board of Directors

Sl.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)
1	6-Nov-15	28-Jan-16	44 days
2	21-Dec-15	12-Mar-16	

I. Meeting Committees

Sl.No	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	28-Jan-16	Yes	6-Nov-15	35 days
		Yes	23-Dec-15	
Nomination & Remuneration committee				
1	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
	28-Jan-16	Yes	6-Nov-15	82 days
Stakeholder Relationship Committee				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	28-Jan-16	Yes	6-Nov-15	82 days
Risk Management Committee				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
1	28-Jan-16	Yes	6-Nov-15	101 days



Related Party Transactions subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether Shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee	Yes

I. 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 - Company has voluntarily constituted a Board Level Risk Management Committee.

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: NA



IM Jain
Company Secretary

ANNEXURE II

Format 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		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	
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	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	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	Yes	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
<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
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & 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)	Yes
<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
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & 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

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 : **MM Jain**
Designation : **Company Secretary**

