

Corporate Governance : Quarter ending : Jun-2023

Archives

Quarter Ending -Jun-2023

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson: NA

Whether Chairperson is related to MD or CEO: Yes

Whether Chairperson is related to MD or CEO: No

Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Disqualification of Directors under section 164 of the Companies Act, 2013					Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Director in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
					Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status								
1	Mr	MADHUP BANSILAL VAGHANI	00067115	Executive Director;Chairperson	No	-	-	-	Active	NA	-	01-05-1992	13-02-2023	-	362.00	1	0
2	Mrs	RADHIKHA SAMEER RANE	08126818	Non-Executive - Non Independent Director	No	-	-	-	Active	No	-	14-08-2018	-	-	47.00	1	0
3	Mr	GOPAL AJAY MALPANI	02043728	Non-Executive - Independent Director	No	-	-	-	Active	No	-	11-04-2022	-	-	17.00	2	2
4	Mr	DEVENDRA KUMAR NEGI	00727105	Non-Executive - Independent Director	No	-	-	-	Active	No	-	30-09-2022	-	-	9.00	1	1

- Composition of Committee
- Meeting of Board of Directors
- Meeting of Committees
- Related Party Transactions

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NA
Yes
No

Qualification of Directors under section 164 of the Companies Act, 2013

For the period is ended?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 25(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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
-	-	-	-	Active	NA	-	01-05-1992	13-02-2023	-	362.00	1	0	2	0	-	-	-
-	-	-	-	Active	No	-	14-08-2018	-	-	47.00	1	0	0	0	-	-	-
-	-	-	-	Active	No	-	11-04-2022	-	-	17.00	2	2	2	0	-	-	-
-	-	-	-	Active	No	-	30-09-2022	-	-	9.00	1	1	2	2	-	-	-

- ▶ Composition of Committee
- ▶ Meeting of Board of Directors
- ▶ Meeting of Committees
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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	-
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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson							YES	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation		
1	00727105	DEVENDRA KUMAR NEGI	Non-Executive - Independent Director	Chairperson	30-09-2022	-	-	
2	02043728	GOPAL AJAY MALPANI	Non-Executive - Independent Director	Member	11-04-2022	-	-	
3	00067115	MADHUP BANSILAL VAGHANI	Executive Director	Member	14-02-2013	-	-	

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson							YES	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation		
1	00727105	DEVENDRA KUMAR NEGI	Non-Executive - Independent Director	Chairperson	30-09-2022	-	-	
2	02043728	GOPAL AJAY MALPANI	Non-Executive - Independent Director	Member	11-04-2022	-	-	
3	08126818	RADHIKHA SAMEER RANE	Non-Executive - Non Independent Director	Member	14-08-2018	-	-	

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00727105	DEVENDRA KUMAR NEGI	Non-Executive - Independent Director	Chairperson	30-09-2022	-	-
2	02043728	GOPAL AJAY MALPANI	Non-Executive - Independent Director	Member	11-04-2022	-	-
3	08126818	RADHIKHA SAMEER RANE	Non-Executive - Non Independent Director	Member	14-08-2018	-	-

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson **YES**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00727105	DEVENDRA KUMAR NEGI	Non-Executive - Independent Director	Chairperson	30-09-2022	-	-
2	02043728	GOPAL AJAY MALPANI	Non-Executive - Independent Director	Member	11-04-2022	-	-
3	08126818	RADHIKHA SAMEER RANE	Non-Executive - Non Independent Director	Member	14-08-2018	-	-

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson **YES**

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00727105	DEVENDRA KUMAR NEGI	Non-Executive - Independent Director	Chairperson	30-09-2022	-	-
2	02043728	GOPAL AJAY MALPANI	Non-Executive - Independent Director	Member	11-04-2022	-	-
3	00067115	MADHUP BANSILAL VAGHANI	Executive Director	Member	14-02-2018	-	-

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III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive(in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including independent Director)	No. of Independent Directors attending the meeting*
1	13-02-2023	-	-	Yes	4.00	4	2
2	10-04-2023	56	-	Yes	4.00	3	2
3	30-05-2023	49	-	Yes	4.00	4	2

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IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	13 Feb 2023	-	-	-	Yes	3	3	2	2
2	Audit Committee	10 Apr 2023	55	-	-	Yes	3	2	2	2
3	Audit Committee	30 May 2023	49	-	-	Yes	3	3	2	2
4	Stakeholders Relationship Committee	14 Feb 2023	-	-	-	Yes	3	3	2	0
5	Nomination and remuneration committee	14 Feb 2023	-	-	-	Yes	3	3	2	0
6	Corporate Social Responsibility Committee	14 Feb 2023	-	-	-	Yes	3	3	2	0

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	NA	-
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	NA	-
Disclosure of notes on related party transactions			-
Disclosure of notes of material transaction with related party			-

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Cyber Security Incidence

Details of Cyber security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	-
Other details of cyber security incidence or breaches or loss of data event	-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	-
Date of the event	-
Brief details of the event	-

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Annexure I

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 audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in of 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 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I		
Sr	Subject	Compliance status
1.	Name of signatory	VISHAKHA JAIN
2.	Designation	Company Secretary and Compliance Officer

Website Affirmations

Sr. No.	Item	Compliance status	Details of non-compliance	Web address
Disclosure of notes on website in terms of Listing Regulations explanatory				
	<ul style="list-style-type: none"> Annual Affirmation Affirmation 			

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
no record found				

Any other information to be provided

1	Name of signatory	VISHAKHA JAIN		
2	Designation	Company Secretary and Compliance Officer		

Annexure IV

Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure		
Reason for Non Applicability		

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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Reason for Non Applicability

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
no record found		

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
no record found			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
no record found			

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	-
Designation	-
Place	-
Date	-

Signatory Details:

Name of signatory	VISHAKHA JAIN
Designation of person	Company Secretary and Compliance Officer
Place	-
Date	-