

CORPORATE GOVERNANCE REPORT

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Gravita India Limited**
2. Quarter ending - **31-03-2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No 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	Membersh ip in Committees of the Company
Mr.	Dr. Mahavir prasad agarwal	00188179	ACGPA2309G	C,ED		23-Mar-2007	01-Apr-2018			01-Mar-1934	NA		1	0	1	0	SC
Mr.	Rajat agrawal	00855284	AATPA5125F	ED	MD	04-Aug-1992	25-Sep-2018			09-Aug-1967	NA		1	0	1	0	SC
Mr.	Yogesh malhotra	05332393	ADGPM4933K	ED	CEO	31-Mar-2019	31-Mar-2019			08-Jul-1968	NA		1	0	0	0	
Mr.	Dinesh kumar govil	02402409	AARPG2146G	ID		02-Aug-2014	01-Aug-2019		80	13-Sep-1947	Yes	15-Jun-2019	1	1	2	2	AC,SC,NRC
Mr.	Arun kumar gupta	02749451	AAZPG6145M	ID		02-Aug-2014	01-Jul-2019		80	30-Jun-1944	Yes	15-Jun-2019	1	1	1	0	AC,NRC
Mrs.	Chanchal chadha phadnis	07133840	AAGPP7382Q	ID		24-Mar-2015	24-Mar-2020		72	24-Feb-1954	Yes	20-Sep-2019	1	1	1	0	AC,NRC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	DINESH KUMAR GOVIL	ID	Chairperson	14-Aug-2009	
2	ARUN KUMAR GUPTA	ID	Member	14-Aug-2009	
3	CHANCHAL CHADHA PHADNIS	ID	Member	23-May-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	DINESH KUMAR GOVIL	ID	Chairperson	14-Aug-2009	
2	DR. MAHAVIR PRASAD AGARWAL	C,ED	Member	28-Mar-2011	
3	RAJAT AGRAWAL	ED	Member	14-Mar-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	DINESH KUMAR GOVIL	ID	Chairperson	14-Aug-2009	
2	ARUN KUMAR GUPTA	ID	Member	14-Aug-2009	
3	CHANCHAL CHADHA PHADNIS	ID	Member	01-Apr-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
	28-Jan-2021	Yes	6	3
	17-Mar-2021	Yes	6	3
	25-Mar-2021	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	0

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Nomination & Remuneration Committee		17-Mar-2021	Yes	3	3
Stakeholders Relationship Committee		28-Jan-2021	Yes	3	1
Audit Committee		28-Jan-2021	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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:

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Name : **Nitin Gupta**
Designation : **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>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.gravitaindia.com
Terms and conditions of appointment of independent	Yes		http://www.gravitaindia.com/wp-
Composition of various committees of board of directors	Yes		http://www.gravitaindia.com/wp-
Code of conduct of board of directors and senior	Yes		https://www.gravitaindia.com/inve
Details of establishment of vigil mechanism/ Whistle Blower	Yes		http://www.gravitaindia.com/wp-
Criteria of making payments to non-executive directors	Yes		http://www.gravitaindia.com/wp-
Policy on dealing with related party transactions	Yes		http://www.gravitaindia.com/wp-
Policy for determining 'material' subsidiaries	Yes		http://www.gravitaindia.com/wp-
Details of familiarization programs imparted to independent	Yes		http://www.gravitaindia.com/wp-
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		https://www.gravitaindia.com/investors/contacts/
Contact information of the designated officials of the listed	Yes		https://www.gravitaindia.com/inve
Financial results	Yes		https://www.gravitaindia.com/inve
Shareholding pattern	Yes		https://www.gravitaindia.com/inve
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		https://www.gravitaindia.com/investors/intimation-of-analyst-
New name and the old name of the listed entity	Yes		https://www.gravitaindia.com/inve
Advertisements as per regulation 47 (1)	Yes		https://www.gravitaindia.com/inve
Credit rating or revision in credit rating obtained by the	Yes		https://www.gravitaindia.com/inve
Separate audited financial statements of each subsidiary of	Yes		https://www.gravitaindia.com/inve
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.gravitaindia.com/investors/
Materiality Policy as per Regulation 30	Yes		www.gravitaindia.com/wp-
Dividend Distribution policy as per Regulation 43A (as	Not Applicable		
It is certified that these contents on the website of the listed	Yes		www.gravitaindia.com
II Annual Affirmations			

Particulars	Regulation Number	Compliance status	Company Remark
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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)	Not Applicable	
<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>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	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)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<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	

Other Information	
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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**

Other Information	
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Name : **Nitin Gupta**
Designation : **Company Secretary & Compliance Officer**