

DEPT : SECRETARIAL  
REF No. SEC/ST EX.STT/ 58 /2016-17

January 04, 2017

National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
**Mumbai – 400 051.**

BSE Ltd.  
First Floor, New Trading Wing,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
**Mumbai – 400 001.**

Dear Sirs,

**Sub: Quarterly Compliance Report on Corporate Governance (Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015**

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we send herewith the Quarterly Compliance Report on Corporate Governance in the prescribed format, for the 3<sup>rd</sup> quarter ended on 31<sup>st</sup> December, 2016.

Yours faithfully,



(JIMMY MATHEW)  
COMPANY SECRETARY

Encl: a.a.

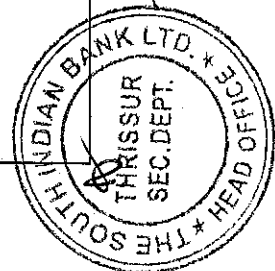
Dr.	John Joseph	PAN: ACJPJ4380P DIN: 00021735	Non-Executive-Independent	24.09.2012	4	1	1	-
Mr.	Francis Alapatt	PAN: AABPF1073F DIN: 01419486	Non-Executive-Independent	01.11.2013	3	1	1	-
Mr.	Cheryan Varkey	PAN: ABDPV6686P DIN: 06884551	Non-Executive	28.05.2014	-	1	1	-
Mrs.	Ranjana S. Salgaocar	PAN: ABYPS1940G DIN: 00120120	Non-Executive-Independent	01.10.2014	2	1	-	1
Mr.	Parayil George John Tharakan	PAN: AFGPT8842N DIN: 07018289	Non-Executive-Independent	25.11.2014	2	1	1	-

# Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

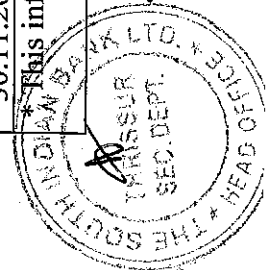
\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of Listed entity in continuity without any cooling off period.

## II. Composition of Committee

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee)
1. Audit Committee	Mr. K. Thomas Jacob Mr. Cheryan Varkey Mr. Mohan E. Alapatt	Non-Executive-Independent Non-Executive Non-Executive-Independent
2. Nomination & Remuneration Committee	Dr. John Joseph Alapatt Mr. Mohan E. Alapatt Mr. Salim Gangadharan Ms. Ranjana Salgaocar	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee(if applicable)	Mr. Salim Gangadharan Mr. V.G. Mathew Mr. K. Thomas Jacob Dr. John Joseph Alapatt	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent



4. Stakeholders Relationship Committee'	Ms. Ranjana Salgaocar Mr. Francis Alapatt Mr. Parayil George John Tharakan Dr. John Joseph Alapatt	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
<p>§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p>		
<p><b>III. Meeting of Board of Directors</b></p>		
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 Meetings (in number of days)
08.07.2016, 02.08.2016, 01.09.2016	07.10.2016, 30.11.2016, 21.12.2016	53 days
<p><b>IV. Meeting of Committees</b></p>		
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*
<u>Audit Committee</u>	Yes	07.07.2016, 31.08.2016 53 days
<u>Nomination &amp; Remuneration Committee</u>	Yes	07.07.2016, 01.08.2016, 31.08.2016
<u>Risk Management Committee</u>	Yes	22.09.2016
<u>Stakeholders Relationship Committee</u>	Yes	01.09.2016
<p>* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.</p>		



V. Related Party Transactions	Subject	Compliance status (Yes/No/NA) <sup>Refer note below</sup>
Whether prior approval of audit committee obtained		N.A (NIL Transactions)
Whether shareholder approval obtained for material RPT		N.A (NIL Transactions)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A (NIL Transactions)
<b>VI. Affirmations</b>		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015		
a. Audit Committee		
b. Nomination & remuneration committee		
c. Stakeholders relationship committee		
d. Risk management committee (applicable to the top 100 listed entities)		
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.		
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.		
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:		
- <i>The Quarterly compliance report on Corporate Governance for the quarter ended 30<sup>th</sup> September, 2016 has been reviewed by the Board of Directors at their meeting held on 30.11.2016.</i>		
Name & Designation		
(Jimmy Mathew)		
Company Secretary		

Name & Designation

(Jimmy Mathew)

Company Secretary

