

CORPORATE GOVERNANCE REPORT
For the Quarter Ended June 30, 2020

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/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	Membership in Committees of the Company	Remarks
Mr.	Nadir B. Godrej	00066195	AADPG7643Q	C, NED		25-Nov-1991	09-Aug-2018			26-Aug-1951	NA		6	1	4	2	SC, RC	
Mr.	Jamshyd N. Godrej	00076250	AACPG0840L	NED		24-Aug-1992	02-Aug-2019			24-Jan-1949	NA		4	0	1	0		
Mr.	Vijay M. Crishna	00066267	AACPC1580F	NED		24-Aug-1992	11-May-2020			08-Mar-1945	No		2	0	1	0		
Ms.	Tanya A. Dubash	00026028	AHCPD2973J	NED		10-Apr-2003	09-Aug-2018			14-Sep-1968	NA		5	2	1	0		
Ms.	Nisaba Godrej	00591503	AAFPG3636B	NED		24-Jul-2006	02-Aug-2019			12-Feb-1979	NA		3	1	0	0	NRC	
Mr.	Pirojsha Godrej	00432983	ADTPG8791J	NED		05-Nov-2018	05-Nov-2018			27-Oct-1980	NA		3	0	1	0		
Mr.	Balram S. Yadav	00294803	AAGPY9611F	ED	MD	01-Sep-2007	01-Sep-2017			15-Jul-1964	NA		2	0	5	1	AC, SC, RC	

Mr.	Kavas N. Petigara	00066162	AADPP1957A	ID		24-Aug-1992	01-Apr-2019		75	10-Jul-1948	NA		2	2	4	3	AC	
Mr.	Raghunath A. Mashelkar	00074119	ABBPM4169N	ID		18-Jul-2017	18-Jul-2017		36	01-Jan-1943	Yes	09-Aug-2018	3	3	2	0		
Ms.	Roopa Purushothaman	02846868	ASOPP8674K	ID		18-Jul-2017	18-Jul-2017		36	17-Apr-1978	NA		1	1	0	0	NRC	
Ms.	Aditi Kothari Desai	00426799	AACPK1190R	ID		18-Jul-2017	18-Jul-2017		36	25-Feb-1976	NA		1	1	1	0	AC	
Ms.	Ritu Anand	00363699	AADPA7695Q	ID		18-Jul-2017	18-Jul-2017		36	31-Oct-1957	NA		1	1	1	0	AC, NRC	
Mr.	Natarajan Srinivasan	00123338	AIQPS8127A	ID		04-Feb-2019	04-Feb-2019		17	06-Oct-1957	NA		4	2	7	5	SC, RC	
Mr.	Kannan Sitaram	01038711	AAVPS3995B	ID		17-Jun-2019	17-Jun-2019		13	21-May-1957	NA		1	1	0	0		

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kavas N. Petigara	ID	Chairperson	31-Jan-2006	
2	Aditi Kothari Desai	ID	Member	18-Jul-2017	
3	Ritu Anand	ID	Member	18-Jul-2017	
4	Balram S. Yadav	ED	Member	01-Sep-2007	

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	Nadir B. Godrej	C, NED	Chairperson	18-Jul-2017	
2	Balram S. Yadav	ED	Member	18-Jul-2017	
3	Natarajan Srinivasan	ID	Member	02-Aug-2019	

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>
1	Nadir B. Godrej	C, NED	Chairperson	18-Jul-2017	
2	Balram S. Yadav	ED	Member	18-Jul-2017	
3	Natarajan Srinivasan	ID	Member	17-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Ritu Anand	ID	Chairperson	18-Jul-2017	
2	Roopa Purushothaman	ID	Member	18-Jul-2017	
3	Nisaba Godrej	NED	Member	18-Jul-2017	

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
05-Feb-2020	11-May-2020	Yes	12	7

Company Remarks	
Maximum gap between any two consecutives (in number of days)	95

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
Audit Committee	05-Feb-2020		Yes	4	3
Audit Committee		11-May-2020	Yes	4	3
Nomination & Remuneration Committee		11-May-2020	Yes	3	2

Company Remarks	
Maximum gap between any two consecutives (in number of days) [Only for Audit Committee]	95

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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) - Yes**
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 : Vivek Raizada

Designation : Company Secretary & Compliance Officer