

## ANNEXURE 1

I. Composition of Board Directors						
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)
Ms.	Debarati Sen	PAN= AHMPS5055J; DIN= 07521172	Executive	6/1/2016 up to May 31, 2021	NA	1
Mr.	Biren Gabbhawala	PAN=AACPG6021H; DIN=09091772	Non-Executive; Independent	August 5, 2014 upto August 4, 2019	5 years	2
Mr.	Bharat Shah	PAN=AADPS4345K; DIN=00136969	Chairperson; Non-Executive; Independent	March 27, 2015 upto March 26, 2020	5 years	5
Mr.	Albert C Wang	PAN=NA; DIN=05234667	Non-Executive	12-Mar-12	NA	1
Ms.	Radhika Rajan	PAN=AKDPR3238A; DIN = 00495485	Non-Executive; Independent	May 27, 2016 up to May 26, 2021	5 years	2
Mr.	Ramesh Ramadurai	PAN=ANIPR8889E;DI N=07109252	Non-Executive	27-Mar-15	NA	1
Mr.	Amit Laroya	PAN=AAAPL8950A; DIN=00098993	Non-Executive	From June 1, 2016- Non-Executive	NA	1
Mr.	B.V. Shankaranarayana Rao	PAN=AEDPR3461F; DIN=00044840	Executive	re-appointed from April 1, 2017 to May 13, 2020	NA	1
Mr.	Jong Ho Lee	PAN= NA; DIN=06720950	Non-Executive	From May 26, 2017	NA	1

\$ PAN Number of any Director would not be displayed on the website of Stock exchange  
\$ 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 the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
Audit Committee	Mr. Biren Gabbhawala, Ms. Radhika Rajan Mr. Bharat D Shah and Mr. Jong Ho Lee (from May 26, 2017)	Non-Executive/Independent-Chairperson Non-Executive/Independent-Member Non-Executive/Independent-Member Non-Executive-Member
Stakeholder's Relationship Committee	Mr. Bharat D Shah, Mr. Biren Gabbhawala, Ms. Radhika Rajan and Ms. Debarati Sen	Non-Executive/Independent-Chairperson Non-Executive/Independent-Member Non-Executive/Independent-Member Executive-Member
Nomination and Remuneration Committee	Mr. Biren Gabbhawala, Mr. Bharat D Shah, Mr. Albert C Wang and Mr. Amit Laroya	Non-Executive/Independent-Chairperson Non-Executive - Member Non-Executive - Member Non-Executive - Member
Corporate Social Responsibility Committee	Mr. Bharat Shah, Ms. Debarati Sen, Mr. B.V. Shankaranarayana Rao and Mr. Ramesh Ramadurai	Non-Executive/Independent-Chairperson Executive - Member Executive - Member Non-Executive - Member

\$ 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



Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	III. Meeting of Board of Directors	Maximum gap between any two consecutive (in number of days)
14-Nov-17	2-Feb-17		79 days
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*
Audit Committee- February 2, 2018 Stakeholders Relationship Committee = February 2, 2018 Nomination & Remuneration Committee = February 2, 2018 Independent Directors Meetings= February 2, 2018	Quorum is met-all the committee members were present	Audit Committee=November 14, 2017 Stakeholders Relationship Committee =November 14, 2017 Nomination & Remuneration Committee = May 25, 2017 Corporate Social Responsibility Committee = November 14, 2017	Audit Committee= 79 days Stakeholders Relationship=79 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject			
Compliance status (Yes / No / NA) refer note below.			
Whether prior approval of audit committee obtained			
Yes			
Whether shareholder approval obtained for material RPT			
For the financial years April 1, 2017 to March 31, 2020, shareholders approval has been obtained for the estimated Material RPTs with 3M Company, USA/ and or its group companies at the AGM held on August 10, 2017			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee			
Yes			
Note			
1. In the Column 'Compliance Status', compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed entity has no related party transactions, the words "N.A." may be indicated.			
2. If Status is "No" details of non-compliance may be given here:			
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) NA to the Company			
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. 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-Yes			

Related party Transactions

Actual transactions for the qtr ended 31.03.2018

(Rs. in crores)

Particulars	Estimated for the year 2017-18	Actual transactions(Q4)	Actual transactions (YTD-Q3)	YTD
Sale of Goods	45.3	2.35	13.75	16.10
Income from contract				
Research	28.6	5.77	17.33	23.10
Capital Goods (Sale)				
Purchase less returns of goods	815.0	195.23	551.27	746.50
Royalty	39.0	8.35	22.35	30.70
Recharge of Expenses Invoiced out	34.6	10.57	20.53	31.10
Recharge of Expenses Invoiced in	6.2	1.69	4.31	6.00
Corporate Management Fees	116.7	21.84	73.96	95.80
<b>Total</b>	<b>1,085.4</b>	<b>245.80</b>	<b>703.50</b>	<b>949.30</b>



Annexure-II

I. Disclosure on website in terms of Listing Regulations

Item	Compliance Status (Yes/No/NA)/n/a
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	NA
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	NA
New name and the old name of the listed entity	NA





II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <sup>1</sup> or Nil
Independent director(s) have been appointed in terms of specified criteria of 'independence', and/or 'eligibility'.	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Free/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column 'Compliance Status', compliance or non-compliance may be indicated by 'Yes/No/NA'. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, 'Yes' may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words 'NA' may be indicated.
2. If status is 'No' details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**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.

