

Corporate Governance

Saptarishi Agro Industries Ltd	
Scrip Code :519238	Quarter Ending : March 2018

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number 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
Mr	Arvind Kalra	Non-Executive - Non Independent Director	29 Aug 2003	-	-	1	1	0
Mr	Bangaru Ramakrishnan	Non-Executive - Nominee Director	30 Jul 2005	-	-	1	1	1
Mr	BIPIN JAVANLAL PAREKH	Non-Executive - Independent Director	13 Nov 2017	-	1	1	0	0
Mr	DEVENDRAKUMAR HARILAL PATEL	Non-Executive - Independent Director	13 Nov 2017	-	1	1	0	0
Mr	Dharmendra Kumar	Non-Executive - Independent Director	30 Sep 2014	13 Nov 2017	37	1	1	0
Mr	JANAYASH NARESHBHAI DESAI	Non-Executive - Independent Director	13 Nov 2017	-	1	2	0	1
Mr	KRUNAL RAVJIBHAI PATEL	Executive Director, Chairperson	02 Aug 2017	-	-	7	1	0

Mr	Rajendra Prasad Tewari	Non-Executive - Independent Director	29 Sep 2004	-	276	1	2	1
Mr	RAVJIBHAI NAGARBHAI PATEL	Executive Director	02 Aug 2017	-	-	4	0	0
Mr	Rose. B	Non-Executive - Non Independent Director	30 May 2017	13 Nov 2017	-	1	0	0
Mr	RUSHABH RAVJIBHAI PATEL	Executive Director	02 Aug 2017	-	-	7	0	0
Mrs	INDIRABEN RAVJIBHAI PATEL	Non-Executive - Non Independent Director	13 Nov 2017	-	-	1	0	0
Ms	Seema Saini	Non-Executive - Independent Director	30 Mar 2015	13 Nov 2017	32	1	1	0

[Click here for "Composition of Committee"](#)

[Click here for "Meeting of Board of Directors"](#)

[Click here for "Meeting of Committees"](#)

[Click here for "Related Party Transactions"](#)

[Click here for "Affirmations"](#)

Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance
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 or whistle blower policy	Yes	-
Criteria of making payments to non-executive directors	Yes	-
Policy on dealing with related party transactions	Yes	-
Policy for determining material subsidiaries	NA	-
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	-

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Composition Of Committee

<i>Audit Committee</i>	
Name of Committee members	Category
Bangaru Ramakrishnan	Non-Executive - Nominee Director,Member
Janayash Desai	Non-Executive - Independent Director,Member
Krunal Patel	Executive Director,Member
R. P. Tewari	Non-Executive - Independent Director,Chairperson

<i>Nomination and remuneration committee</i>	
Name of Committee members	Category
	Non-Executive - Nominee Director,Member

Bangaru Ramakrishnan	
Bipinbhai Parekh	Non-Executive - Independent Director,Chairperson
R. P. Tewari	Non-Executive - Independent Director,Member
Ravjibhai Patel	Non-Executive - Non Independent Director,Member

Stakeholders Relationship Committee

Name of Committee members	Category
Janayash Desai	Non-Executive - Independent Director,Chairperson
Krunal Patel	Executive Director,Member
R. P. Tewari	Non-Executive - Independent Director,Member

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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	Maximum gap between any two consecutive meeting (in number of days)
13 Nov 2017	-	0
-	29 Jan 2018	76

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Meeting Of Committees

Name of Committee	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	29 Jan 2018	Yes,	13 Nov 2017	76
Nomination and remuneration committee	29 Jan 2018	Yes,	-	0

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Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	NA	-

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Annexure 2

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	NA	-
11	Performance evaluation of independent directors	17(10)	Yes	-
12	Composition of audit committee	18(1)	Yes	-

13	Meeting of audit committee	18(2)	Yes	-
14	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	-
17	Vigil mechanism	22	Yes	-
18	Policy for related party transaction	23(1),(5), (6),(7) & (8)	NA	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	NA	-
20	Approval for material related party transactions	23(4)	NA	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	NA	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
28	Disclosure of shareholding by non-executive directors	26(4)	NA	-
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

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Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
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
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

Signatory Details

Name of signatory	RUSHABH PATEL
Designation of person	Managing Director

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Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	No

Signatory Details

Name of signatory	RUSHABH PATEL
Designation of person	Managing Director