

**ANNEXURE I  
CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **Godrej Industries Limited**  
2. Quarter ending - **30-Jun-2016**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of 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
Mr.	A. B. Godrej	00065964	AAEPG5459R	C & NED	11-Aug-2015			3	1	2
Mr.	J. N. Godrej	00076250	AACPG0840L	NED	09-Aug-2014			5	2	1
Mr.	N. B. Godrej	00066195	AADPG7643Q	ED	01-Apr-2014			6	2	1
Mr.	S. A. Ahmadullah	00037137	AABPA6163H	NED,ID	09-Aug-2014		1year & 10months	1	1	0
Mr.	V. M. Crishna	00066267	AACPC1580F	NED	11-Aug-2015			1	0	0
Mr.	K. K. Dastur	00050199	AAEPD3782A	NED,ID	09-Aug-2014		1year & 10months	1	0	1
Mr.	A. D. Cooper	00026134	AAHPC9827G	NED,ID	28-Oct-2015		8months	1	0	0
Mr.	A. B. Choudhury	00557547	AAGPC4516K	NED,ID	09-Aug-2014		1year & 10months	2	4	0
Mr.	K. N. Petigara	00066162	AADPP1957A	NED,ID	09-Aug-2014		1year & 10months	1	2	2
Mr.	K. M. Elavia	00003940	AAAPE0157G	NED,ID	09-Aug-2014		1year & 10months	7	4	5
Mrs.	T. A. Dubash	00026028	AHCPD2973J	ED	01-Apr-2016			2	1	1
Mr.	N. S. Nabar	06521655	AABPN0184F	ED	01-Apr-2016			1	1	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. A. Ahmadullah	NED,ID	Member
2	K. K. Dastur	NED,ID	Chairperson
3	A. B. Choudhury	NED,ID	Member
4	K. N. Petigara	NED,ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	A. B. Godrej	C & NED	Chairperson
2	T. A. Dubash	ED	Member
3	N. S. Nabar	ED	Member
4	N. B. Godrej	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	T. A. Dubash	ED	Member
2	N. S. Nabar	ED	Member
3	N. B. Godrej	ED	Chairperson

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	S. A. Ahmadullah	NED,ID	Chairperson
2	A. B. Choudhury	NED,ID	Member
3	K. N. Petigara	NED,ID	Member

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12-Feb-2016	25-May-2016	77
08-Mar-2016		

<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
25-May-2016	yes	12-Feb-2016	77
	yes	08-Mar-2016	
18-Apr-2016	yes	27-Jan-2016	
25-May-2016	yes	19-Feb-2016	
02-Jun-2016	yes	10-Mar-2016	
25-May-2016	yes	08-Mar-2016	

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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

**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) - **No**
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 :  
Designation :

*Nilufer*

**Nilufer Shekhawat**  
**Company Secretary & Compliance Officer**

