

BOARD OF DIRECTORS

- i. The Board of Directors as on March 31, 2015 comprises of eight Directors, of which five are Independent Directors, two are executive director which includes the Chairman of the Company and one non-executive director. The composition of the board is in conformity with Clause 49 of the Listing Agreements entered into with the stock exchanges.
- ii. None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the directors.
- iii. Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.
- iv. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2015 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.
- v. The Company's Board of Directors met four times during the year 2014-15 and the gap between two meetings did not exceed one hundred twenty days. The Board Meetings took place on May 23, 2014, August 8, 2014, November 7, 2014 and February 13, 2015. The necessary quorum was present for all the meetings.

Name	Category	Number of board meetings during the year 2014-15		Whether attended last AGM held on Sep 26, 2014	Number of directorships in other Public Companies		Number of committee positions held in other public companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. R. Ganapathi	Chairman and Executive Director	4	4	Yes	-	5	-	4
Dr. P. Raja Mohan Rao	Non-executive Director	4	4	No	-	4	-	-
Ms. P. Bhavana Rao	Executive Director	4	3	No	-	6	-	-
Mr. Ch. V.V. Prasad	Independent Director / Non-Executive Director	4	4	No	-	7	-	-
Mr. Vivek Khare	Independent Director / Non-Executive Director	4	4	Yes	-	-	-	-
Dr. B.R. Patil	Independent Director / Non-	4	3	Yes	-	-	-	-

	Executive Director							
Mr. A. R. Ansari	Independent Director / Non-Executive Director	4	3	No	-	-	-	-
Mr. Mohan Narayanan	Independent Director / Non-Executive Director	4	4	Yes	-	-	-	-

- vi. During the year 2014-15, information as mentioned in Annexure X to Clause 49 of the Listing Agreements was placed before the board for its consideration.
- vii. The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.
- viii. During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole.
- ix. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.