

Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity : Towa Sokki Limited
 2. Quarter Ending : 31ST December, 2020

| I. Composition of Board of Directors | | | | | | | | | | | |
|--------------------------------------|------------------------------|--------------|---|-----------------------------|------------------------|---------------------|---------------------|---|--|--|--|
| Title (Mr./ Ms.) | Name of the Director | PAN & DIN \$ | Category Chairperson / Executive / Non-Executive / Independent / Nominee) | Initial Date of Appointment | Date of Re-appointment | Date of Resignation | Tenure* (in months) | No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A(1)] | Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Omprakash Jutharam Bansal | 01488025 | Executive / Managing Director | 10/03/1993 | 01-10-2019 | -- | -- | 1 | NA | 0 | 0 |
| Mr. | Satyanarayan Jutharam Bansal | 01364898 | Executive / Director | 10/03/1993 | 30-09-2020 | -- | -- | 1 | NA | 0 | 0 |
| Mrs. | Sushila Omprakash Bansal | 01488071 | Non Executive / Non Independent Director | 10/03/1993 | 30-09-2020 | -- | -- | 1 | -- | 1 | 0 |
| Mr. | Ajay Kumar Pithi | 00866809 | Non-Executive / Independent Director | 30/05/2019 | 30/05/2019 | -- | 60 | 1 | 1 | 1 | 1 |
| Mrs. | Alka Agarwal | 08467037 | Non-Executive / Independent Director | 30/05/2019 | 30/05/2019 | -- | 60 | 1 | 1 | 1 | 0 |
| Mr. | Heeralal Barot | 06920366 | Non-Executive / Independent Director | 28/07/2014 | 27/09/2019 | -- | 60 | 1 | 1 | 1 | 1 |
| | | | Whether Regular chairperson appointed | | | | | | Yes | | |
| | | | Whether Chairperson is related to managing director or CEO | | | | | | | Chairman & Managing Director | |

\$ PAN number of any director would not be displayed on the website of Stock Exchange
 * 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 | | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/ Non-Executive/ Independent/Nominee) | Date of Appointment | Date of Cessation |
|--|-----|---------------------------------------|---|--|---------------------|-------------------|
| Name of Committee | | | | | | |
| 1. Audit Committee | YES | Mr. Heeralal Barot | Chairperson / Non Executive / Independent | 27-09-2019 | NA | |
| | | Mr. Ajay Kumar Pithi | Non Executive / Independent | 30-05-2019 | NA | |
| | | Mrs. Alka Agarwal | Non Executive / Independent | 30-05-2019 | NA | |
| 2. Nomination and Remuneration Committee | YES | Mr. Ajay Kumar Pithi | Chairperson / Non Executive / Independent | 30-05-2019 | NA | |
| | | Mr. Heeralal Barot | Non Executive / Independent | 27-09-2019 | NA | |
| | | Mrs. Alka Agarwal | Non Executive / Independent | 30-05-2019 | NA | |
| 3. Stakeholders' Relationship Committee | YES | Mr. Heeralal Barot | Chairperson / Non Executive / Independent | 13-08-2020 | NA | |
| | | Ms. Sushila Omprakash Bansal | Non Executive / Non Independent | 28-07-2014 | NA | |
| | | Mr. Ajay Kumar Pithi | Non Executive / Independent | 30-05-2019 | NA | |

| III. Meeting of Board of Directors | | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in numerical days) |
|---|---|------------------------------------|------------------------------|--|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | | | | |
| 13-08-2020 | 29-10-2020 | YES | 5 | 2 | 55 days |
| 03-09-2020 | 10-11-2020 | YES | 5 | 2 | 11 days |

* to be filled in only for the current quarter meetings

| IV. Meeting of Committees | | Whether requirement of Quorum met (details) | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the Committee in the previous quarter | Maximum gap between any two consecutive meetings in numerical days * |
|---------------------------------------|---|--|------------------------------|--|---|--|
| Name of the Committee | Date(s) of meeting of the Committee in the relevant quarter | | | | | |
| Audit Committee | 29-10-2020 | Meeting held with requisite quorum (2 out of 3 members present in the meeting) | 2 | 2 | 13-08-2020 | 55 days |
| Audit Committee | 10-11-2020 | Meeting held with requisite quorum (2 out of 3 members present in the meeting) | 2 | 2 | 03-09-2020 | 11 days |
| Nomination and Remuneration Committee | 29-10-2020 | Meeting held with requisite quorum (2 out of 3 members present in the meeting) | 2 | 2 | 03-09-2020 | 55 days |



| | | | | | | |
|--------------------------------------|------------|--|---|---|------------|---------|
| Stakeholders' Relationship Committee | 29-10-2020 | Meeting held with requisite quorum (2 out of 3 members present in the meeting) | 2 | 2 | 13-08-2020 | 55 days |
| Stakeholders' Relationship Committee | 10-11-2020 | Meeting held with requisite quorum | 3 | 3 | 03-09-2020 | 11 days |

Note: Maximum gap between any two consecutive meetings is more than 120 days (less than 180 days) as per General Circular No. 11 /2020 dated 24th March, 2020 ie. Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak.

* 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 | | Compliance status (Yes /No /NA) |
| Subject | | Yes |
| Whether prior approval of Audit Committee obtained | | NA |
| Whether Shareholders Approval obtained for material RPT | | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (applicable to the top 100 listed entities) : **NA**
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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **NIL**

For, Towa Sokki Limited



S.J. Bansal
(Director)

Place : Vadodara
Date : 14-01-2021