

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - %companyName%  
 2. Quarter ending - %quarterEnded%

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	N a m e o f t h e D i r e c t o r	D I N	P A N	C a t e g o r y  (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	W h e t h e r s p e c i a l r e s o l u t i o n p a s s e d ?	D a t e o f p a s s i n g s p e c i a l r e s o l u t i o n	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t y i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e ( s ) i n c l u d i n g t h i s l i s t e d e n t i t y	N o o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t y i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s	
M r.	S U N I L K U M A R A R	0 0 1 5 0 6	A A D P A A	C & E D	M D	03- M a y- 19 88	03- M a y- 1988			2 9- M a y- 1	N A		1	0	1	0	0	S C	

	OR A	6 8	0 4 4 P					9 5 9								
M r.	DI NE SH CH AN DR A KO TH ARI	0 0 1 9 5 6 0 9	A A Q P K 0 2 9 3 B	ID	07- Jun - 20 05	06- Sep- 2014		6 0	1 4- Mar - 1 9 5 0	NA		2	2	3	1	AC,SC, NRC
M r.	RA HU L GU PT A	0 0 2 4 7 3 2	A A P G 0 7 7 4 B	ID	24- Jan - 20 09	06- Sep- 2014		6 0	1 4- Mar - 1 9 6 7	NA		5	3	2	2	AC,SC, NRC
M rs	SUJ AT A AR OR A	0 0 1 1 2 8 6 6	A A D P A 8 0 4 5 N	NED	22- Ma r- 20 06	22- Mar- 2006			1 2- Mar - 1 9 6 2	NA		1	0	0	0	
M r.	K RA GH AV EN DR A AC HA RY A	0 6 9 2 3 4 7 6	A B Q P R 0 9 1 5 E	ED	31- Oct - 20 14	28- Oct- 2017		3 6	0 4- Nov- 1 9 6 9	NA		1	0	0	0	
M rs	VA NI TA SO	0 6 9 2	A G A P	ID	31- Oct - 20	31- Oct- 2014		6 0	0 1- Fe	NA		1	1	1	0	AC,NR C

	OD	6 8 3 2	S 4 8 8 1 R		14				b- 1 9 6 7								
M r.	SA HIL AR OR A	0 7 9 7 0 6 2 2	AJ P P A O 5 1 3 Q	ED	28- Oct - 20 17	28- Oct- 2017		3 6	2 6- S e p- 1 9 8 8	NA		1	0	0	0		
M r.	G SU ND RA RE SH WA RA	0 0 1 6 5 7 6 2	A D O P S S 6 0 5 8 F	ID	28- Oct - 20 17	28- Oct- 2017		6 0	0 3- A p r- 1 9 6 1	NA		1	1	2	0	AC,SC, NRC	

Company Remarks	
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	G SUNDRARESHWARA	ID	Member	28-Oct-2017	
2	VANITA SOOD	ID	Member	22-Apr-2017	
3	DINESH CHANDRA KOTHARI	ID	Member	06-Sep-2014	
4	RAHUL GUPTA	ID	Chairperson	28-Oct-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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1	DINESH CHANDRA KOTHARI	ID	Member	06-Sep-2014	
2	SUNIL KUMAR ARORA	C & ED	Member	10-Jul-2006	
3	G SUNDRARESHWARA	ID	Member	28-Oct-2017	
4	RAHUL GUPTA	ID	Chairperson	25-Jan-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	No

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	G SUNDRARESHWARA	ID	Member	28-Oct-2017	
2	VANITA SOOD	ID	Member	28-Oct-2017	
3	DINESH CHANDRA KOTHARI	ID	Member	06-Sep-2014	
4	RAHUL GUPTA	ID	Chairperson	25-Jan-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. 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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
19-Oct-2019	24-Jan-2020	Yes	6	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	19-Oct-2019	24-Jan-2020	Yes	4	4

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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) - **Not applicable**
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:

%affirmComments%
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**Name** : %affirmName%  
**Designation** : %affirmDesignation%

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<i>Item</i>	<i>Compliance status</i>	<i>Company Remark</i>	<i>Website</i>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.arotile.com
Terms and conditions of appointment of	Yes		www.arotile.com
Composition of various committees of	Yes		www.arotile.com
Code of conduct of board of directors and	Yes		www.arotile.com
Details of establishment of vigil mechanism/	Yes		www.arotile.com
Criteria of making payments to non-	Yes		www.arotile.com
Policy on dealing with related party	Yes		www.arotile.com
Policy for determining 'material' subsidiaries	Yes		www.arotile.com
Details of familiarization programs imparted	Yes		www.arotile.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.arotile.com
Contact information of the designated	Yes		www.arotile.com
Financial results	Yes		www.arotile.com
Shareholding pattern	Yes		www.arotile.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.arotile.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.arotile.com
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.arotile.com
Materiality Policy as per Regulation 30	Yes		www.arotile.com
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		
<b>II Annual Affirmations</b>			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i>	<i>Company Remark</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Yes	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Not Applicable	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**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. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **SABYASACHI PANIGRAHI**  
**Designation** : **Company Secretary**