ANNEXURE 2

Suggested list of items to be included in the report on Corporate Governance in the Annual Report of Companies

1. A brief statement on company's philosophy on code of governance

2. Board of Directors
   - Composition and category of directors for example promoter executive non executive independent non executive nominee director which institution represented as lender or as equity investor
   - Attendance of each director at the BoD meetings and the last AGM
   - Number of other BoDs or Board Committee he/she is a member or chairperson of
   - Number of BoD meetings held dates on which held

3. Audit Committee
   - Brief description of terms of reference
   - Composition name of members and chairperson
   - Meetings and attendance during the year

4. Remuneration Committee
   - Brief description of terms of reference
   - Composition name of members and chairpersons
   - Attendance during the year
   - Remuneration policy
   - Details of remuneration to all the directors as per format in main report
5 Shareholders Committee
- Name of non executive director heading the committee
- Name and designation of compliance officer
- Number of shareholders complaints received so far
- Number not solved to the satisfaction of shareholders
- Number of pending share transfers

6 General Body Meetings
- Location and time where last three AGMs held
- Whether special resolutions
- Were put through postal ballot last year details of voting pattern
- Persons who conducted the postal ballot exercise
- Are proposed to be conducted through postal ballot
- Procedure for postal ballot

7 Disclosures
- Disclosures on materially significant related party transactions i.e. transactions of the company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large
- Details of non compliance by the company penalties structures imposed on the company by the Stock Exchange of SEBI or any statutory authority on any matter related to capital markets during the last three years

8 Means of communications
- Half-yearly reports sent to each household of shareholders
- Quarterly results
- Which newspapers normally published in
- Any website where displayed
• Whether it also displays official news releases and
• The presentation made to institutional investors or to the analysts
• Whether MD&A is a part of annual report or not

9 General Shareholder information
• AGM Date time and venue
• Financial calendar
• Date of Book closure
• Dividend Payment Date
• Listing on Stock Exchanges
• Stock Code
• Market Price data High/Low during each month in last financial year
• Performance and comparison to board based indices such as BSE Sensex CRISIL index etc
• Registrar and Transfer Agents
• Share Transfer System
• Distribution of share holding
• Dematernalization of shares and liquidity
• Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion date and likely impact on equity
• Plant locations
• Address for correspondence