

## CORPORATE GOVERNANCE REPORT Q.E. 31.12.2014

1. Name of Listed Entity : GALADA FINANCE LIMITED
2. Quarter ending : 31<sup>st</sup> December 2014

<b>I. Composition of Board of Directors</b>									
Title (Mr/ Ms)	Name of the Director	PANs	DINS	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)&	Date of appointment in the current term/ cessation	Tenure*	No. of Directorship In listed entity (including this listed entity. (Refer Regulation 25(1) of Listing Regulations)	No. 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.	P.BHASKARAN	AAAPB3702E	00126136	CHAIRMAN	27.10.1994		01	01	02
Mr.	J.ASHOK GALADA	AACPG1843P	00042295	EXECUTIVE	25.03.1986		05	01	
Mr.	S.VENKATAKRISHNAN	AAFTV2664J	00136608	INDEPENDENT	27.10.1994		20	03	01
Mr.	K.RAMU	AAJPR1365E	01538291	INDEPENDENT	01.07.2000		01	02	01
Mr.	NAVEEN GALADA	AAIPG3597L	00043054	EXECUTIVE	11.04.1996		04	01	
Ms.	R.S.INDIRA	AAAPI4699B	06823929	INDEPENDENT	31.01.2014		01	Nil	

\$ PAN Number of any director would not be displayed on the website of Stock Exchanges.

& Category of Directors means executive/non-executive /independent/nominee. If a Director fits into more than one category, write all categories separating them with hyphen.

\*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 cooling off period.

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&
1.Audit Committee	Justice P. Bhaskaran S.Venkatakrishnan K. Ramu	Chairman-Non-Executive-independent Member-Non-Executive-independent Member-Non-Executive-independent
2.Nomination & Remuneration Committee	K. Ramu Justice P. Bhaskaran S.Venkatakrishnan	Chairman-Non-Executive-independent Member-Non-Executive-independent Member-Non-Executive-independent
3.Risk Management Committee	Justice P. Bhaskaran S.Venkatakrishnan K. Ramu	Chairman-Non-Executive-independent Member-Non-Executive-independent Member-Non-Executive-independent
4.Stakeholders Relationship and Investor Grievance Committee	S.Venkatakrishnan J.Ashok Galada Naveen Galada	Chairman-Non-Executive-independent Member-Executive-Non-independent Member-Executive-Non-independent

& Category of Directors means executive/non-executive /independent/nominee. If a Director fits into more than one category, write all categories separating them with hyphen

<b>III. Meetings of Board of Directors</b>			
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Minimum gap between any two consecutive (in number of days)	
02.08.2014 & 27.09.2014	01.11.2014		
<b>IV. Meetings of Committees</b>			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Details of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
01.11.2014	YES	02.08.2014	
		-	-

\*This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

<b>V. Related party transaction</b>	
Subject	Compliance Status (Yes/No/NA) refer note below
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

Note

1. In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, 'Yes' may be indicated. Similarly, in case the Listing Entity has no related party transactions, the words 'N.A.' may be indicated.
2. If status is 'No', details of non-compliance may be given here.

<b>VI. Affirmations</b>
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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 and investor Grievance Committee – Yes
  - d) Risk Management Committee (applicable to the top 100 listed entities) – Yes.
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. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/ observations/advice of Board of Directors may be mentioned here. Yes. (No comments made by the Board of Directors).

Name and Designation : J. ASHOK GALADA

~~Company Secretary/Compliance Officer/Managing Director/CEO~~

Note : Information at Table I and II above need not necessarily be given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed Entity and instead a statement "same as previous quarter" may be given.