

# Annexure - G to Boards' Report

## Report on Corporate Governance

### 1. Company's Philosophy on Code of Governance

The Company is committed to good Corporate Governance. The Company fully realises the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company is providing detailed information on various issues concerning the Company's business and financial performance to its shareholders. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself for increasing long-term shareholder value, keeping in view the needs and interests of all its stake holders. The Company is committed to transparency in all its dealings and places emphasis on business ethics.

### 2. Board of Directors

The Board of Directors consists of 6 Directors viz., three Independent and three Non-Independent, out of which two Independent Directors are women Directors. Out of the three Non-Independent Directors, one is a Managing Director, and which is in conformity with the requirement of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Chairman of the Board is a Non-Executive and Non-Independent Director.

Except the Managing Director and Independent Directors, remaining two Non-Executive Directors are liable to retire by rotation. In the ensuing Annual General Meeting, two Non-Executive and Non-Independent Director are being proposed for regularization of their appointment. Both of them were appointed wef February 25, 2021 and are nominees of Promoter group. There is no relationship between the Directors inter-se during the period under review, other than payment of sitting fees, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company. Mr. Mukesh Butani, Ms. Akila Krishnakumar and Ms. Nishi Vasudeva, Independent Directors have been appointed for a period of three years, w.e.f. December 24, 2019 and upto December 23, 2022.

i) Composition / Category of Directors / Attendance at Meetings / Directorships and Committee Memberships in other companies as on December 31, 2020.

Name of the Director	Category <sup>(1)</sup>	Attendance			Directorship in other public companies <sup>(2)</sup>		Committee membership/ Chairmanship in Public Companies <sup>(3)</sup>	
	Kind of Directorship	Board Meetings held during 2020	Board Meetings Attended	Last AGM attendance	Chairman	Director	Member	Chairman
Mr. Frank Duggan (Chairman) <sup>a</sup>	NED	5	5	Yes	0	0	0	0
Mr. Venu Nuguri <sup>b</sup>	Managing Director and Chief Executive Officer		5	Yes	0	0	2	0
Mr. Sanjeev Sharma <sup>c</sup>	NED		4	Yes	0	1	1	0
Mr. Mukesh Butani <sup>d</sup>	NED (I)		5	Yes	0	0	2	1
Ms. Akila Krishnakumar <sup>e</sup>	NED (I)		5	Yes	0	4	6	2
Ms. Nishi Vasudeva <sup>f</sup>	NED (I)		5	Yes	0	5	8	2

<sup>1)</sup> Category : NED - Non - Executive Director, MD - Managing Director, NED (I) - Non - Executive Director and Independent.

<sup>2)</sup> Includes directorships in public limited companies, whether listed or not and excludes directorships in and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. None of the Directors of the Company hold Independent Directorships in more than 7 listed companies.

<sup>3)</sup> No director shall hold office as a director in more than 10 public companies. No director of the Company shall serve on more than 10 committees or can act as chairman of more than five committees across all Indian public limited companies in which he / she is a Director. For the purpose of this limitation, membership and chairmanship of the Audit committee and Stakeholders Relationship committee are only considered including that of ABB Power Products and Systems India Limited. No Independent Director shall serve as Independent Director in more than seven listed companies or three listed companies in case he / she is a whole-time director in any listed company.