

Go Airlines (India) Limited

Regd. Office: C/o Britannia Industries Limited, A-33 Lawrence Road Industrial Area, New Delhi-110035
Corporate Office: C-1, Wadia International Centre (WIC), Pandurang Budhkar Marg, Worli, Mumbai-400025
CIN: U63013DL2004PLC217305
Phone: +91 22 6741000; Fax: +91 22 67410001, Website: www.GoAir.in

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of Go Airlines (India) Limited will be held at 56, Jor Bagh, New Delhi-110001 on Monday, 30th September 2019 at 12 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March 2019, together with the report of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Nusli N. Wadia (DIN: 00015731), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
3. To approve appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, as the Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an “Ordinary Resolution”:

“RESOLVED THAT pursuant to the provisions of Section 139(1) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (each including any statutory modification(s) or re-enactment(s) thereof), for the time being in force to the extent applicable, consent and approval of the members of the Company be and are hereby accorded for appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Mumbai, with registration number 0010769N/N500013 as the Statutory Auditors of the Company from the date hereof and to hold office from the conclusion of this Fifteenth Annual General Meeting till the conclusion of the Twentieth Annual General Meeting to be held in year 2024, on such terms, including as to remuneration (plus applicable taxes, out of pocket expenses, travelling and other expenses), as may be mutually agreed to between the Board of Directors of the Company and M/s. Walker Chandiook & Co LLP, in connection with the work of audit of the Company to be carried out by them.

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modification(s), the resolutions as special Resolution, for re-appointment of Independent Directors:

4. To re-appoint Mr. Keki Elavia as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations as amended from time to time, Mr. Keki Elavia (DIN 00003940), who was appointed as an Independent Director at the Annual General Meeting of the Company held in the year 2014 and who holds office up to Annual General Meeting of the Company to be held in the year 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from the date of this Annual general Meeting upto the date of the Annual General Meeting to be held in the year 2024.”

5. To re-appoint Dr. Vijay Kelkar as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations as amended from time to time, Dr. Vijay Kelkar (DIN 00011991), who was appointed as an Independent Director at the Annual General Meeting of the Company held in the year 2014 and who holds office up to Annual General Meeting of the Company to be held in the year 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from the date of this Annual general Meeting upto the date of the Annual General Meeting to be held in the year 2024.”

6. To re-appoint Mr. Apurva Diwanji as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and other applicable regulations as amended from time to time, Mr. Apurva Diwanji (DIN 00032072), who was appointed as an Independent Director at the Annual General Meeting of the Company held in the year 2014 and who holds office up to Annual General Meeting of the Company to be held in the year 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director

of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from the date of this Annual general Meeting upto the date of the Annual General Meeting to be held in the year 2024.”

NOTES FOR MEMBERS' ATTENTION:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) MEMBERS / PROXIES SHOULD BRING THE ATTENDANCE SLIP TO THE MEETING DULY FILLED IN, FOR ATTENDING THE MEETING.
- 4) MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE ANNUAL GENERAL MEETING.
- 5) BRIEF PROFILE OF DIRECTOR PROPOSED TO BE APPOINTED / REAPPOINTED, NATURE OF EXPERTISE IN FUNCTIONAL AREAS, NAMES OF COMPANIES IN WHICH THEY HOLD DIRECTORSHIPS AND MEMBERSHIPS / CHAIRMANSHIPS OF BOARD COMMITTEE & SHAREHOLDING IS ANNEXED HERETO AS ANNEXURE - I AND FORMS PART OF THE NOTICE.
- 6) EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS AS SET OUT IN NOTICE IS ANNEXED HERETO AS ANNEXURE - II AND FORMS PART OF THE NOTICE.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 05-09-2019**

**Sandesh Pokhriyal
Company Secretary**

Additional Information with respect to Item No. 3

Item No. 3

M/s. Bansi S. Mehta & Co., Chartered Accountants, vide their letter dated 28th August, 2019, expressed their inability to continue as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting of the Company, due to likely constraint they will have on their resources if they continue with the work of audit of the Company.

The Board of Directors, at its meeting held on 5th September, 2019, approved and recommended to the shareholders at the ensuing Annual General Meeting, the appointment of M/s. Walker Chandiook & Co. LLP, Mumbai, with registration number 0010769N/N500013 as Statutory Auditors of the Company and to hold office from the conclusion of this Fifteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company to be held in year 2024.

In accordance with Section 139(1) of the Companies Act, 2013, as amended, the appointment of M/s. Walker Chandiook & Co. LLP as Statutory Auditors from the conclusion of the ensuing Fifteenth Annual General Meeting till the conclusion of the Twentieth Annual General Meeting of the Company to be held in year 2024, is being recommended for approval at Fifteenth Annual General Meeting.

M/s. Walker Chandiook & Co. LLP, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 3 except to the extent of their shareholding.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 05-09-2019**

**Sandesh Pokhriyal
Company Secretary**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”),
the following Statement sets out all material facts for Special Business**

Item No. 4

Mr. Keki Elavia was appointed as an Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Shareholders at the 10th Annual General Meeting (“AGM”) of the Company held on 12th September, 2014.

Mr. Keki Elavia is Non-Executive Independent Director of the Company and is a Member /Chairperson of the Audit Committee of the Board.

A detailed profile of Mr. Keki Elavia as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached as Annexure to this Notice.

Mr. Keki Elavia would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

The Nomination and Remuneration Committee, in its meeting held on 8th August, 2019, taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Keki Elavia, during his tenure, has recommended to the Board that continued association of Mr. Keki Elavia, as Independent Director of the Company would be beneficial to the Company.

Based on the above recommendation and the performance evaluation, the Board of Directors in its meeting held on 8th August, 2019 resolved that Mr. Keki Elavia’s continued association would be of immense benefit to the Company and that it is desirable to continue to avail services of Mr. Keki Elavia as an Independent Director. Accordingly, the Board recommends the reappointment of Mr. Keki Elavia (DIN: 00003940), as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from the date of the ensuing 15th Annual General Meeting upto the date of the 20th Annual General Meeting to be held in the year 2024.

Mr. Keki Elavia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. Keki Elavia that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Keki Elavia fulfills the conditions for his appointment as Independent Director as specified in the Act. He is independent of the management.

Save and except Mr. Keki Elavia, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Item No. 5

Dr. Vijay Kelkar was appointed as Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Shareholders at the 10th Annual General Meeting (“AGM”) of the Company held on 12th September, 2014.

Dr. Vijay Kelkar is Non-Executive Independent Director of the Company and is a member of the Audit Committee and Nomination and Remuneration Committee of the Board.

A detailed profile of Dr. Vijay Kelkar as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached as Annexure to this Notice.

Dr. Vijay Kelkar would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

The Nomination and Remuneration Committee in its meeting held on 8th August, 2019, taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Dr. Vijay Kelkar, during his tenure, has recommended to the Board that continued association of Mr. Keki Elavia, as Independent Director of the Company would be beneficial to the Company.

Based on the above recommendation and the performance evaluation, the Board of Directors in its meeting held on 8th August, 2019 resolved that Dr. Vijay Kelkar’s continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. Vijay Kelkar as an Independent Director. Accordingly, the Board recommends the reappointment of Dr. Vijay Kelkar (DIN: 00011991), as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from the date of the ensuing 15th Annual General Meeting upto the date of the 20th Annual General Meeting to be held in the year 2024.

Dr. Vijay Kelkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Dr. Vijay Kelkar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Dr. Vijay Kelkar fulfills the conditions for his appointment as Independent Director as specified in the Act. He is independent of the management.

Save and except Dr. Vijay Kelkar, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Item No. 6

Mr. Apurva Diwanji was appointed as Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 (“the Act”) read with the

Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Shareholders at the 10th Annual General Meeting (“AGM”) of the Company held on 12th September, 2014.

Mr. Apurva Diwanji is Non-Executive Independent Director of the Company and is a member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board.

A detailed profile of Mr. Apurva Diwanji as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India is attached as Annexure to this Notice.

Mr. Apurva Diwanji would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

The Nomination and Remuneration Committee in its meeting held on 8th August, 2019, taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mr. Apurva Diwanji, during his tenure, has recommended to the Board that continued association of Mr. Apurva Diwanji, as Independent Director of the Company would be beneficial to the Company.

Based on the above recommendation and the performance evaluation, the Board of Directors in its meeting held on 8th August, 2019 resolved that Mr. Apurva Diwanji’s continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Apurva Diwanji as an Independent Director. Accordingly, the Board recommends the reappointment Mr. Apurva Diwanji (DIN: 00032072), as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from the date of the ensuing 15th Annual General Meeting upto the date of the 20th Annual General Meeting to be held in the year 2024.

Mr. Apurva Diwanji is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. Apurva Diwanji that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Apurva Diwanji fulfills the conditions for his appointment as Independent Director as specified in the Act. He is independent of the management.

Save and except Mr. Apurva Diwanji, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

**By Order of the Board
For Go Airlines (India) Limited**

**Place: Mumbai
Date: 05-09-2019**

**Sandesh Pokhriyal
Company Secretary**

ANNEXURE 1

Details of Directors seeking appointment / re-appointment as required under Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

A. Mr. Nusli Wadia (DIN : 00015731)

Mr. Nusli N. Wadia, 75, is a well-known Indian industrialist heading the Wadia Group of companies, besides being a Director on the Board of several Indian Companies. He joined the Company as Director on 1st June 2004. Having extensive experience and expertise in general business management and finance, Mr. Wadia has contributed actively in the deliberations of various organizations like Cotton Textiles Export Promotion Council (TEXPROCIL) Associated Chambers of Commerce and Industry of India, Mill Owners' Association (MOA) etc. He is also the former Chairman of TEXPROCIL and MOA. He was on Prime Minister's Council on Trade and Industry during the period 1998-2004. He was the Convenor of the Special Group Task Force on Food and Agro Industries' Management Policy in September 1998. He was also a member of the Special Subject Group to review regulations and procedures to unshackle Indian Industry and on the Special Subject Group on Disinvestment. He was a member of the ICMF from 1984-85 to 1990-91 and is a Trustee of the Executive Committee of the prestigious Nehru Centre. Mr. Nusli N. Wadia has a distinct presence in public affairs and has been actively associated with leading charitable and educational institutions.

Mr. Nusli N. Wadia, Non-Executive and Non- Independent Director and is on the Board since 1st June, 2004. He is also a member of Nomination & Remuneration Committee of the Company

Mr. Wadia is also on the Board and Committees of the Board of several other leading companies as stated below:

Name of the Company	Nature of Interest	Committees of the Board
The Bombay Dyeing & Mfg. Co. Ltd	Chairman	Member-Nomination & Chairman-Remuneration Committee Strategic Committee
The Bombay Burmah Trading Corporation Limited	Chairman	Nomination & Remuneration Committee (Member)
Britannia Industries Ltd	Chairman	Member-Nomination & Remuneration Committee Chairman-Strategy & Innovation Steering Committee
Go Investments & Trading Private Limited	Chairman	Nil
Tristar Charitable Foundation	Member	Nil
Goodeed Charitable Foundation	Member	Nil

He is also Director in six foreign companies and also associated with 10 other Trusts, Societies. He is a promoter of the Company and holds 4,61,33,889 equity shares of Rs. 10 each in the Company. Mr. Nusli N. Wadia, during the year, attended all the 4 Board meetings of the Company and was paid a sitting fees of INR 2,40,000 for the same.

Mr. Nusli N. Wadia is not related to any other director, manager and other KMPs of the Company except Mr. Jehangir N. Wadia, Managing Director (Son) and Mr. Ness N. Wadia, Non-Executive Director (Son) of the Company.

Mr. Keki Elavia (DIN : 00003940)

Mr. Keki Elavia, 73, B.Com. (Hons.), FCA, is a retired Senior Partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants. He was associated with M/s. Kalyaniwalla & Mistry for more than 40 years and has also been a partner of S.R. Batliboi, Chartered Accountants for a brief period.

Mr. Keki Elavia is a Member of the India UK Accountancy Task Force constituted by the Ministry of Commerce, Government of India and a member of the Investment Committee of Phoenix Asset Reconstruction Fund 1 of Phoenix ARC Private Limited. He is also a trustee of many educational and medical trusts.

The Reserve Bank of India appointed Mr. Keki Elavia as a Member of the Indian Advisory Committee of the Hong Kong and Shanghai Banking Corporation Limited where he was the Chairman of its Audit Committee and Corporate Governance Committee.

The other positions that he held in the past were:

- i) Member of the Expert Group constituted by the Reserve Bank of India for designing a supervisory framework for Non-Banking Financial Companies.
- ii) Member of the Auditing Practices Committee, Research Committee and the Auditing and Assurances Standards Board of the Institute of Chartered Accountants of India.
- iii) Member of the Board of Governors, Bombay Chapter of The Institute of Internal Auditors.
- iv) Member of the Specialised Committees of Bombay Chamber of Commerce & Industry, Governing Council, Indo-French Chamber of Commerce & Industry etc.

Mr. Keki Elavia is Non-Executive Independent Director of the Company and is on the Board since 30th May, 2014. He is a Member /Chairperson of the Audit Committee of the Board.

Mr. Elavia is also on the Board and Committees of the Board of several other leading companies as stated below:

Name of the Company	Nature of Interest	Committees of the Board
Goa Carbon Limited	Director	Chairman – Nomination & Remuneration Committee Member – Audit Committee Member – Corporate Governance Committee Member – Project Committee Member – Resource Raising Committee
Dai-ichi Karkaria Limited	Director	Chairman – CSR Committee Member – Audit Committee Member – Nomination & Remuneration Committee
Grindwell Norton Limited	Director	Chairman – Audit Committee Chairman – CSR Committee Chairman – Nomination & Remuneration Committee
The Bombay Dyeing and Manufacturing Company Limited	Director	Chairman – Audit Committee Member – Risk Management Committee
Britannia Industries Limited	Director	Chairman – Audit Committee Member-Risk Management Committee
Godrej Industries Limited	Director	Nil
Godrej & Boyce Mfg. Co. Ltd.	Director	Chairman – Audit Committee Member – Nomination & Remuneration Committee Member – CSR Committee Member – Stakeholders' Committee
Tata Asset Management Limited	Director	Member – Audit Committee Member – Nomination & Remuneration Committee Member - CSR Committee
Sterling and Wilson Solar Limited	Director	Chairman – Nomination & Remuneration Committee Chairman – CSR Committee Member – Audit Committee
Phoenix ARC Private Limited	Director	Member – Share Allotment Committee Member – Audit Committee

He is also associated with 9 other Trusts and Societies. He does not hold any shares in the Company. Mr. Keki Elavia during the year, attended all the 4 Board meetings of the Company and was paid sitting fees of INR. 3,60,000 for attending meetings of the Board and its Committees.

Mr. Keki Elavia is not related to any other director, manager and other KMPs of the Company

Dr. Vijay Kelkar (DIN: 00011991)

Dr. Vijay L. Kelkar, 77, holds B.S., from University of Pune, India, 1963, M.S., from University of Minnesota, USA, 1965 and Ph. D from University of California at Berkeley, USA, 1970. He is associated with several Institutions in India. He currently serves as the Chairman, National Institute of Public Finance and Policy (NIPFP), New Delhi, Chairman, India Development Foundation, New Delhi, Vice President, Pune International Centre, Pune and Chairman, Janwani, Pune.

He was the Chairman of the Committee constituted on Revisiting & Revitalization of the PPP Model of Infrastructure Development, the Chairman, Forum of Federations, Ottawa from January 2010 to March 2013 and the Chairman of the Finance Commission in the rank of a Union Cabinet Minister until January, 2010. Earlier, he has held various senior level positions in GOI as well as in international organizations including Executive Director for India, Sri Lanka, Bangladesh and Bhutan at the IMF from August, 1999 to August, 2002; Finance Secretary, GOI, 1998–1999; Chairman, Tariff Commission, GOI, 1997–1998; Secretary, Ministry of Petroleum & Natural Gas, GOI, 1994–1997; Director & Coordinator, International Trade Division, UNCTAD, Geneva, Switzerland, 1991–1994; Chairman, Bureau of Industrial Costs & Prices and Secretary to the GOI, 1987–1991; Secretary, Economic Advisory Council to the Prime Minister, GOI, 1985–1988.

In January 2011, the President of India awarded Dr. Kelkar “PADMA VIBHUSHAN”, the second highest Civilian Award for distinguished and exceptional services to the Nation.

Dr. Kelkar taught at Administrative Staff College of India, Hyderabad, Center for Economic Development and Administration, Kathmandu, Nepal, South Asia Institute, Heidelberg University, Germany and University of California at Berkeley, USA.

Dr. Kelkar is member of Board of Directors, Advisory Council and Board of Governors of various global companies and organizations including JM Financial Limited.

Dr. Vijay Kelkar is Non-Executive Independent Director of the Company and is on the Board since 21st June, 2011. He is a member of the Audit Committee and Nomination and Remuneration Committee of the Board.

Dr. Vijay Kelkar is also on the Board and Committees of the Board of several other leading companies as stated below:

Name of the Company	Nature of Interest	Committees of the Board
JM Financial Asset Reconstruction Company Ltd	Director	Nil
JM Financial Limited	Director	Member – Audit Committee Chairman – Nomination & Remuneration Committee Member – Stakeholder’s Relationship Committee
National Bulk Handling Corporation Private Limited	Director	Nil
Avanti Finance Private Limited	Director	Nil
Avanti Microfinance Private	Director	Nil

Limited		
Indian Institutes for Human Settlements	Director	Nil

Dr. Vijay kelkar during the year, attended 3 out of the 4 Board meetings of the Company and was paid sitting fees of INR. 3,20,000 for attending meetings of the Board and its Committees.

Dr. Vijay kelkar is not related to any other director, manager and other KMPs of the Company

Mr. Apurva Diwanji (DIN : 00032072)

Mr. Apurva Diwanji, 50, holds a degree of M.A. in Law from Downing College, Cambridge University, UK and a degree of BA (Econ), St. Xaviers' College, Mumbai. He is a partner of Desai & Diwanji, Advocates & Solicitors, and has been with the firm for over 25 years. He specializes in mergers and acquisitions, international capital markets, co-investments, private equity and joint ventures. He has led and advised on a variety of transnational and cross border transactions, sale/acquisition of existing Indian companies, GDR/FCCB and QIB issues. He has advised on all types of M&A transactions including mergers and amalgamations, asset and business purchases and sales, securities sales and purchases, tender offers, buy-outs, joint ventures and strategic buy outs. He advises on the full spectrum such matters including corporate governance issues, transaction structuring, anti-trust and competition laws, FDI and FEMA issues, SEBI and ICDR guidelines and has advised on transactions across various industry sectors. He has also been advising on Corporate Governance and minority protection issues and large corporate disputes.

Mr. Apurva Diwanji is Non-Executive Independent Director of the Company and is on the Board since 21st June, 2011. He is a member of the Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Board.

Mr. Apurva Diwanji is also on the Board and Committees of the Board of following entities:

Name of the Company	Nature of Interest	Committees of the Board
Cadila Healthcare Limited	Director	Member – Audit Committee Member – Nomination & Remuneration Committee
Bombay Chamber Of Commerce And Industry	Director	Nil
Hormaze Property Pvt Ltd	Director	Nil
M/s Desai & Diwanji, Advocates & Solicitors- Partner	Partner	Nil

Mr. Apurva Diwanji during the year, attended 3 out of the 4 Board meetings of the Company was paid sitting fees of INR. 3,80,000 for attending meetings of the Board and its Committees.

Mr. Apurva Diwanji is not related to any other director, manager and other KMPs of the Company