

**CORPORATE GOVERNANCE REPORT**

**1. Company's Philosophy on the code of Corporate Governance**

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment of values. Good Governance practices stem from the quality and mindset of the organization. It has been a constant endeavour on the part of the Company to achieve excellence in Corporate Governance.

Corporate governance aims at fairness, transparency, accountability and responsibility in the functioning of the Company with the ultimate objective of realizing and enhancing shareholders values. The Company's philosophy on the code of Corporate Governance is tuned to these aspects and to the philosophy of Garware Synthetics, which is:

- (i) To ensure that adequate control systems exist to enable the Board in effectively discharging its responsibilities to all the stakeholders of the Company;
- (ii) To ensure that the decision making process is fair and transparent;
- (iii) To ensure the fullest commitment of the Management and the Board for the maximization of shareholder value;
- (iv) To ensure that the employees of the Company subscribe to the corporate values and apply them in their conduct and
- (v) To ensure that the Company follows globally recognized governance practices.

**2. Board of Directors (Board):**

**Composition of the Board**

The Company has optimum combination of executive and Non-Executive Directors. The Board comprises of 4 Directors of whom 2 are Independent Director and 2 are Executive Director. The Chairman of the Board is an Executive Director and promoter of the Company the composition of the Board of Directors of the Company is in accordance with the provisions of Clause 49 of the Listing Agreement.

During the Financial Year, there has been no change among the Board of Director of the Company.

Composition of Board and category of Directors are as follows:

SR No.	Name of Director	Designation
1	Shri Sunder k Moolya	Whole Time Director
2	Shri Santosh Borkar	Executive Director
3	Shri Ramesh G Chandorkar	Independent and Non-Executive Director
4	Shri Kirti B Doshi	Independent and Non-Executive Director

**Board Meeting**

The Board of Director met 6 times during the year as required and gap between two Board Meetings does not exceed Four Months. Meetings of the Board of Directors and Scheduled well in advance and held at the Company's Registered Office. The Notice confirming the meeting and the detailed agenda are sent well in advance to all the Directors.

There were Six (6) Board Meeting held during the financial year ended on 31<sup>st</sup> March, 2012, namely on 15<sup>th</sup> April 2011, 16<sup>th</sup> June 2011, 30<sup>th</sup> August 2011, 10<sup>th</sup> November 2011, 09<sup>th</sup> January 2012, 14<sup>th</sup> March 2012 respectively.

**Board Meeting and attendance**

Attendance of each Director at the Board of Directors Meetings and the last Annual General Meeting and the number of other Directorship and Chairmanship/Membership of Board Committees (as on 31<sup>st</sup> March 2012):

