

Name of the Committee Member	Category	Designation	No. of Meetings Attended
Mr. Ashok Kajaria	Executive	Chairman	1
Mr. Chetan Kajaria	Executive	Member	1
Mr. Dev Datt Rishi	Non-Executive	Member	-
Mr. H. Rathnakar Hegde	Non-executive & Independent	Member	-
Mr. Ram Chandra Rawat	COO (A&T) & Company Secretary	Member	1
Mr. Sanjeev Agarwal	CFO	Member	1

The composition of the Risk Management Committee is as per Regulation 21 of the Listing Regulations.

Terms of reference (Role) of the Committee, inter-alia, includes the following:

1. Identifying, assessing and mitigating the existing as well as potential risk (including strategic, financial, operational and compliance risks) to the Company and to recommend the strategy to the Board to overcome them.
2. Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.
3. Developing risk management policy, system and framework for the Company.
4. Perform such activities related to this policy as requested by the Board of Directors or to address issues relating to any significant subject within its terms of reference.

During the year 2018-19, the Board has, additionally authorised the Risk Management Committee to carry out function which shall specifically cover cyber security (effective from April 1, 2019) and any other function as may be prescribed by law, from time to time.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of the Board as a whole, its Committees and all Directors including the Chairman, in line with the criteria specified in the Nomination and Remuneration Policy and as per the

recommendation of the Nomination and Remuneration Committee of the Company. The exercise was carried out through a structured evaluation process covering various aspects of the Board, its Committees, Chairman and all Directors' functioning such as composition of Board and its Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. The Directors expressed their satisfaction with the evaluation process and performance of the Board, its Committees and the Directors including the Chairman.

Remuneration

A. Remuneration to Independent / Non-executive Director

The Independent / Non-executive Directors are paid remuneration by way of sitting fees for each meeting of the Board and Committee of Directors attended by them. The total amount of sitting fees paid during the financial year 2018-19 was ₹17.80 Lakhs. The Independent/ Non-executive Directors do not have any pecuniary relationship or transactions with the Company. The criteria of making payment to Non-executive Directors is disclosed in the Nomination and Remuneration Policy of the Company. The said Policy has been revised during the year 2018-19 and is given as Annexure- 4 to the Directors Report and is also disclosed on the website of the Company https://www.kajariaceramics.com/pdf/nomination_remuneration_policy.pdf

The details of remuneration paid to Independent / Non-executive Directors during the financial year ended 31st March 2019 is as under:

S. No.	Name of Independent / Non-Executive Director	Sitting Fees (₹ in Lakhs)
1	Mr. Raj Kumar Bhargava	3.60
2	Mr. Ram Ratan Bagri @	4.00
3	Mr. Debi Prasad Bagchi	4.00
4	Mr. H. Rathnakar Hegde	2.00
5	Mr. Dev Datt Rishi	1.80
6	Mrs. Sushmita Singha	2.40

@ Mr. Ram Ratan Bagri ceased to be the Non-executive & Independent Director of the Company with effect from the close of working hours of 31st March, 2019 as his tenure being the Non-executive & Independent Director of the Company was completed.