

CORPORATE GOVERNANCE REPORT
Quarter : 31st March, 2016

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson	Date of Appointment	Date of Cessation	Tenure	No of Directorship in Listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
				/Executive/Non-Executive/Independent/Nominee)						
Mr.	CHAND SETH	00002944	AABPS3075L	C & ED	18.Mär.71		3 Years	1	1	0
Mr.	VARUN SETH	00017552	ABBPS9791G	ED	01.Jul.06		3 Years	1	1	0
Mr.	RAMESH MEHRA	00003334	AABPM3480F	ED	31.Okt.00		3 Years	3	3	0
Ms.	MEERA JOHRI	06881924	AAFJ9558H	NED,ID	26.Mai.14		5 years	1	1	1
Mr.	RAVI KUMAR MEHRA	06882167	AADPM3535F	NED,ID	26.Mai.14		5 years	1	1	1
Mr.	ASHISH HARISH BHUVA	06780082	ACFPB2939N	NED,ID	01.Sep.14		5 years	1	0	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	RAVI KUMAR MEHRA	NED,ID	Chairperson
2	VARUN SETH	ED	Member
3	MEERA JOHRI	NED,ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	MEERA JOHRI	NED,ID	Chairperson
2	CHAND SETH	C & ED	Member
3	RAMESH MEHRA	ED	Member
4	RAVI KUMAR MEHRA	NED,ID	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Member ship
1	CHAND SETH	C & ED	Chairperson
2	VARUN SETH	ED	Member
3	RAVI KUMAR MEHRA	NED,ID	Member

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	RAVI KUMAR MEHRA	NED,ID	Chairperson
2	MEERA JOHRI	NED,ID	Member
3	ASHISH HARISH BHUVA	NED,ID	Member

Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09.Nov.15	09.Feb.16	91

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
09.Feb.16	YES	09.Nov.15	91
09.Feb.16	YES	09.Nov.15	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations	
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 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
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. a)	This report and /or the report submitted in the previous quarter has been Yes
b)	Any comments/observations/advice of Board of Directors may be mentioned here

Sd/-
SHILPA VERMA
COMPANY SECRETARY & COMPLIANCE OFFICER

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Not Applicable
Policy on Dealing with Related Party Transaction	Yes
Policy for determining 'material' subsidiaries	Not Applicable
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
New name and the old name of the listed entity	Not Applicable

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Not Applicable
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Not Applicable
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Not Applicable

Name
Designation

Sd/-
SHILPA VERMA
COMPANY SECRETARY & COMPLIANCE OFFICER