

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**
 2. Quarter ending : **31st March, 2017**

ANNEXURE-I

I. COMPOSITION OF BOARD OF DIRECTORS								
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
Mr.	Sat Narain Gupta	- AALPG4182G - 00024660	- Chairperson - Executive	01-04-2014	--	1	--	--
Mr.	Mahabir Prasad Gupta	- ACCPG5357L - 00014681	- Executive	01-04-2014	--	1	5	--
Mr.	Rajender Prasad Gupta	- AEQPG2780K - 00048888	- Executive	01-04-2014	--	1	1	--
Mr.	Virender Kumar Sharma	- ABRPS1788H - 05106079	- Executive	01-01-2017	--	1	--	--
Mr.	Pankaj Gupta	- AIVPG5306Q - 01913719	- Non-Executive - Independent	01-07-2014	30-06-2019	1	2	5
Mr.	Ram Kanwar	- AJYPK7498K - 02277237	- Non-Executive - Independent	01-07-2014	30-06-2019	1	--	--
Ms.	Sujata Agarwal	- AGLPA4108J - 06958738	- Non-Executive - Independent	01-09-2014	31-08-2019	1	3	2
Mr.	Suresh Kumar Garg	- ABJPG8975E - 02254899	- Non-Executive - Independent	30-05-2016	29-05-2021	1	1	--
<p>§ PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen</p> <p>* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> <p># Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.</p>								
II. COMPOSITION OF COMMITTEES								
Name of Committee			Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)§				
1. Audit Committee			- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr. R.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive				
2. Nomination & Remuneration Committee			- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr.Suresh Kumar Garg	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Independent - NonExecutive				
3. Risk Management Committee (if applicable)			- Not Applicable -	- Not Applicable				
4. Stakeholders Relationship Committee'			- Mr. Pankaj Gupta - Mrs. Sujata Agarwal - Mr. M.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive				
<p>& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>								

III. MEETING OF BOARD OF DIRECTORS		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
14-11-2016	13-02-2017	90
	29-03-2017	43

IV. MEETING OF COMMITTEES			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
i) AUDIT COMMITTEE			
1 13-02-2017	Yes	14-11-2016	90
ii) NOMINATION & REMUNERATION COMMITTEE			
29-03-2017	Yes	14-11-2016	
iii) STAKEHOLDERS RELATIONSHIP COMMITTEE			
1 02-01-2017	Yes	01-10-2016	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee Nomination & remuneration committee Stakeholders relationship committee Risk management committee (applicable to the top 100 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here:

Place: New Delhi
 Dated: April 6, 2017.

Sd/-
 (NIKITA BAHL)
 Company Secretary & Compliance Officer

NAME :
 DESIGNATION :

REPORT ON CORPORATE GOVERNANCE

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

ANNEXURE-II

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**
 2. Year ended : **31st March, 2017**

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA) <small>refer note below</small>
Item	
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	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	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	NA
New name and the old name of the listed entity	NA

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes (No compensation is paid to any Non-Executive Director of the Company under the provisions of Companies Act, 2013)
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes (Disclosure related to the financial year 2016-17 will be made in the Annual Report 2016-17)
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes (The Company has not taken any omnibus approval for related party transactions)
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

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.

NAME :
DESIGNATION :

Sd/-
(NIKITA BAHL)
Company Secretary & Compliance Officer

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**
 2. Quarter ending : **31st December, 2016**

ANNEXURE-I

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./ Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
Mr.	Sat Narain Gupta	- AALPG4182G - 00024660	- Chairperson - Executive	01-04-2014	--	1	--	--
Mr.	Mahabir Prasad Gupta	- ACCPG5357L - 00014681	- Executive	01-04-2014	--	1	5	--
Mr.	Rajender Prasad Gupta	- AEQPG2780K - 00048888	- Executive	01-04-2014	--	1	1	--
Mr.	Virender Kumar Sharma	- ABRPS1788H - 05106079	- Executive	01-06-2015	--	1	--	--
Mr.	Pankaj Gupta	- AIVPG5306Q - 01913719	- Non-Executive - Independent	01-07-2014	30-06-2019	1	2	5
Mr.	Ram Kanwar	- AJYPK7498K - 02277237	- Non-Executive - Independent	01-07-2014	30-06-2019	1	--	--
Ms.	Sujata Agarwal	- AGLPA4108J - 06958738	- Non-Executive - Independent	01-09-2014	31-08-2019	1	3	2
Mr.	Suresh Kumar Garg	- ABJPG8975E - 02254899	- Non-Executive - Independent	30-05-2016	29-05-2021	1	1	--

§ PAN number of any director would not be displayed on the website of Stock Exchange

§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)§
1. Audit Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr. R.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive
2. Nomination & Remuneration Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr.Suresh Kumar Garg	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Independent - NonExecutive
3. Risk Management Committee (if applicable)	- Not Applicable -	- Not Applicable
4. Stakeholders Relationship Committee'	- Mr. Pankaj Gupta - Mrs. Sujata Agarwal - Mr. M.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive

§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. MEETING OF BOARD OF DIRECTORS		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
27-09-2016	14-11-2016	47

IV. MEETING OF COMMITTEES			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
i) AUDIT COMMITTEE			
1 14-11-2016	- Yes - All members were present	11-08-2016	94
ii) NOMINATION & REMUNERATION COMMITTEE			
14-11-2016	- Yes - All members were present	--	
iii) STAKEHOLDERS RELATIONSHIP COMMITTEE			
1 01-10-2016	- Yes - All members were present	01-07-2016	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note
 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here:

Place: New Delhi
Dated: January 4, 2017.

Sd/-
(NIKITA BAHL)
Company Secretary & Compliance Officer

NAME :
DESIGNATION :

REPORT ON CORPORATE GOVERNANCE

ANNEXURE-I

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**
 2. Quarter ending : **30th September, 2016**

I. COMPOSITION OF BOARD OF DIRECTORS

Title (Mr./ Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/-cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
Mr.	Sat Narain Gupta	- AALPG4182G - 00024660	- Chairperson - Executive	01-04-2014	--	1	--	--
Mr.	Mahabir Prasad Gupta	- ACCPG5357L - 00014681	- Executive	01-04-2014	--	1	5	--
Mr.	Rajender Prasad Gupta	- AEQPG2780K - 00048888	- Executive	01-04-2014	--	1	1	--
Mr.	Virender Kumar Sharma	- ABRPS1788H - 05106079	- Executive	01-06-2015	--	1	--	--
Mr.	Pankaj Gupta	- AIVPG5306Q - 01913719	- Non-Executive - Independent	01-07-2014	30-06-2019	1	2	5
Mr.	Ram Kanwar	- AJYPK7498K - 02277237	- Non-Executive - Independent	01-07-2014	30-06-2019	1	--	--
Ms.	Sujata Agarwal	- AGLPA4108J - 06958738	- Non-Executive - Independent	01-09-2014	31-08-2019	1	3	2
Mr.	Suresh Kumar Garg	- ABJPG8975E - 02254899	- Non-Executive - Independent	30-05-2016	29-05-2021	1	1	--

§ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)§
1. Audit Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr. R.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive
2. Nomination & Remuneration Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr.Suresh Kumar Garg	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Independent - NonExecutive
3. Risk Management Committee (if applicable)	- Not Applicable -	- Not Applicable
4. Stakeholders Relationship Committee'	- Mr. Pankaj Gupta - Mrs. Sujata Agarwal - Mr. M.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. MEETING OF BOARD OF DIRECTORS

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
30-05-2016	11-08-2016	72
	27-09-2016	46

IV. MEETING OF COMMITTEES

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
i) AUDIT COMMITTEE			
1 11-08-2016	- Yes - All members were present	30-05-2016	72
ii) NOMINATION & REMUNERATION COMMITTEE			
--	--	30-05-2016	--
iii) STAKEHOLDERS RELATIONSHIP COMMITTEE			
1 01-07-2016	- Yes - All members were present	01-04-2016	90

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
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- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here:

Place: New Delhi
Dated: October 6, 2016.

Sd/-
(NIKITA BAHL)
NAME :
DESIGNATION : Company Secretary & Compliance Officer

REPORT ON CORPORATE GOVERNANCE

To be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

ANNEXURE-III

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on Website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i>	19(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes

Note

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- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Sd/-

Place: New Delhi
Dated: October 6, 2016.

NAME :
DESIGNATION :

(NIKITA BAHL)
Company Secretary & Compliance Officer

REPORT ON CORPORATE GOVERNANCE

ANNEXURE-I

1. Name of Listed Entity : **BHARAT RASAYAN LIMITED**
 2. Quarter ending : **30th June, 2016**

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Title (Mr./ Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/-cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)#	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
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Membership/Chairmanship of Directors includes Membership/Chairmanship of other Unlisted Public Limited Companies also.

@ The Nomination & Remuneration Committee has been re-constituted w.e.f. 30-05-2016 appointing Shri Suresh Kumar Garg as Member in place of Shri Ram Kanwar.

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee)\$
1. Audit Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr. R.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive
2. Nomination & Remuneration Committee	- Mrs. Sujata Agarwal - Mr. Pankaj Gupta - Mr.Suresh Kumar Garg	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Independent - NonExecutive
3. Risk Management Committee (if applicable)	- Not Applicable -	- Not Applicable
4. Stakeholders Relationship Committee'	- Mr. Pankaj Gupta - Mrs. Sujata Agarwal - Mr. M.P.Gupta	- Chairperson - Independent - NonExecutive - Independent - NonExecutive - Executive

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III. MEETING OF BOARD OF DIRECTORS		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10/02/2016	30/05/2016	109

IV. MEETING OF COMMITTEES			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
i) AUDIT COMMITTEE			
1 30/05/2016	- Yes - All members were present	10/02/2016	109
ii) NOMINATION & REMUNERATION COMMITTEE			
1 30/05/2016	- Yes - All members were present	--	--
iii) STAKEHOLDERS RELATIONSHIP COMMITTEE			
1 01/04/2016	- Yes - All members were present	01/01/2016	90

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here:

Sd/-

Place: New Delhi **NAME :** (NIKITA BAHL)

Dated: July 11, 2016. **DESIGNATION :** Company Secretary & Compliance Officer