

CORPORATE GOVERNANCE

(As required under Part C of Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY:

The Company's Philosophy on Corporate Governance aims at the attainment of the highest levels of transparency, accountability and responsibility in all operations and all interactions with its Shareholders, Investors, Lenders, Employees, Government and other stakeholders.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value consistently over a sustained period of time.

2. BOARD OF DIRECTORS:

The Board consists of 10 non-executive Directors including a non-executive Chairman.

The Board functions both as a full Board and through Committees. The Board and Committees meet at regular intervals. Policy formulation, evaluation of performance and control functions vest with Board, while the Committees oversee operational issues.

The Board has constituted six Committees viz., Audit Committee, Share Transfer Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Share Issue Committee.

During the year 2015-16, four Board Meetings were held on 29.05.2015, 12.08.2015, 02.11.2015, and 10.02.2016.

The composition of Directors, attendance at the Board Meetings during the year and the last Annual General Meeting and also number of their other directorships and Committee memberships are given below:

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended (From 01.04.2015 to 31.03.2016)	Attendance at last AGM	No. of other Directorships held in public Companies	No. of Membership(s)/Chairmanship(s)/C in other Board Committee(s)*
						(As on 31.03.2016)
1.	Sri N.Srinivasan, Chairman	Promoter, Non-Executive Director	4	Yes	7	1(C) & 1(M)
2.	Ms. Rupa Gurunath	Promoter, Non-Executive Director	4	No	7	1(C) & 2(M)
3.	Sri Arun Datta	Independent, Non-Executive Director	4	No	3	1(C) & 3(M)
4.	Sri R.K.Das	Independent, Non-Executive Director	4	No	9	4(C) & 2(M)
5.	Sri N.R.Krishnan	Independent, Non-Executive Director	4	Yes	7	4(C) & 2(M)
6.	Sri V.Manickam	Independent, Non-Executive Director	4	No	6	5(M)
7.	Sri L.Sabaretnam	Independent, Non-Executive Director	3	Yes	3	1(M)
8.	Sri T.S.Raghupathy	Promoter, Non-Executive Director	4	Yes	9	3(C)
9.	Sri PL.Subramanian	Promoter, Non-Executive Director	4	No	4	1(M)
10.	Sri V.M.Mohan	Promoter, Non-Executive Director	4	Yes	5	2(M)

* Only Audit Committee and Stakeholders Relationship Committee are considered for the purpose.

Sri N.Srinivasan, Chairman is related to Ms. Rupa Gurunath. No other Director is related to each other.



Independent Directors:

The Company has framed and implemented a 'Code for Independent Directors' in terms of Section 149 and Schedule IV of the Companies Act, 2013.

Independent Directors are issued Letters of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

The Company has a familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. and the details are available on the website of the Company.

3. AUDIT COMMITTEE:

The role and terms of reference of the Audit Committee cover the areas mentioned under Regulation 18(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors from time to time.

During the year, there have been no instances, where the Board had not accepted any recommendation of Audit Committee.

The Audit Committee met four times during the year i.e., on 29.05.2015, 12.08.2015, 02.11.2015, and 10.02.2016.

The composition and attendance of Audit Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1	Sri N.R.Krishnan, Chairman	4	4
2	Sri T.S.Raghupathy	4	4
3	Sri L.Sabaretnam	4	3

The Company Secretary is also Secretary to the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE & POLICY:

In compliance with Section 178 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has constituted 'Nomination and Remuneration Committee' for the purpose of:

- identifying persons qualified to become directors and recommending to the Board their appointment and removal.
- evaluating the performance of every director and formulating the criteria for determining qualification, positive attributes and independence of a director, and
- recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel (KMP) and other employees.

During the year, the Nomination and Remuneration Committee met once on 12th August, 2015 to consider the re-appointment of a Director, liable to retire by rotation.

The composition and attendance of Nomination and Remuneration Committee meeting is given below:

Sl. No.	Name	No. of meetings held	No. of meetings attended
1.	Sri N.R.Krishnan, Chairman	1	1
2.	Sri N.Srinivasan	1	1
3.	Sri V.Manickam	1	1

Performance evaluation criteria for Independent Directors:

Performance evaluation of independent directors are done by the entire Board excluding the director being evaluated. Independent directors are evaluated based on their contribution and involvement in bringing in independent judgements on the Board's deliberation, their attendance, their ability to provide strategic directions, their integrity etc.

5. Details of remuneration paid to the Directors for the year ended 31st March, 2016:

The Company has no Managing Director / Executive Director.

During the year, the Company has not paid any remuneration either in the form of commission or sitting fee to its non-executive Directors. There are no stock options available / issued to any Director of the Company.

There has been no pecuniary relationship or transactions between the Company and Non-Executive Directors during the year 2015-16. There are no convertible instruments issued to any of the Non-Executive Directors of the Company.

The details of Equity Shares held by the Non-Executive Directors as on 31st March, 2016 are as follows:

Name of the Director	No. of Equity Shares
Sri N.Srinivasan	Nil
Ms Rupa Gurunath	Nil
Sri Arun Datta	Nil
Sri R.K.Das	Nil
Sri N.R.Krishnan	Nil
Sri V.Manickam	Nil
Sri L.Sabaretnam	Nil
Sri T.S.Raghupathy	50
Sri PL.Subramanian	50
Sri V.M.Mohan	50

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

During the financial year 2015-2016, the CSR Committee met once i.e., on 25.03.2016 to review the CSR activities for the year 2015-16.

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The composition and attendance of CSR Committee meeting are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	1	1
2.	Sri N.R.Krishnan	1	1
3.	Sri V.Manickam	1	1

7. INDEPENDENT DIRECTORS' MEETING:

During the financial year 2015-2016, in terms of Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Independent Directors met once i.e., on 25.03.2016.

The composition and attendance at Independent Directors meeting are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.R.Krishnan, Chairman	1	1
2.	Sri L.Sabaretnam	1	1
3.	Sri Arun Datta	1	1
4.	Sri R.K.Das	1	1
5.	Sri V.Manickam	1	1

8.a) SHARE TRANSFER COMMITTEE:

The Committee, during the year, met 5 times on 07.05.2015, 08.06.2015, 31.08.2015, 30.10.2015 and 05.02.2016 and approved the transfer of 400 equity shares in all in favour of transferees.

The composition and attendance of the Share Transfer Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	5	5
2.	Sri T.S.Raghupathy	5	5

The shares received for transfer were registered in favour of transferees and certificates despatched within prescribed time, wherever the documents received were in order and complete.

b) STAKEHOLDERS RELATIONSHIP COMMITTEE:

During the year 2015-2016, 18 complaints were received from shareholders and investors. All the complaints received during the year have generally been solved to the satisfaction of the complainants, except for disputed cases and sub-judice matters, which would be solved on final disposal by the Courts / Forums where they are pending. There were no outstanding complaints either at the beginning or at the end of the financial year 2015-2016. During the financial year 2015-2016, the Stakeholders Relationship Committee met 4 times i.e., on 07.05.2015, 03.08.2015, 30.10.2015 and 05.02.2016.

The composition and attendance of the Stakeholders Relationship Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	4	4
2.	Ms. Rupa Gurunath	4	4
3.	Sri T.S.Raghupathy	4	4

The Company Secretary is the Compliance Officer of the Company.

9.a) ANNUAL GENERAL MEETINGS:

The last three Annual General Meetings were held as under:

Financial Year	Date	Time	Venue	Special Resolution passed in the AGM by the shareholders
2012-2013	27.09.2013	03.00 p.m.	Coromandel Towers, 93, Santhome High Road, Karpagam Avenue, R.A. Puram, Chennai - 600 028.	No
2013-2014	30.12.2014	10.00 a.m.		Yes
2014-2015	30.09.2015	04.00 p.m.		Yes

There were no resolutions requiring voting by Postal Ballot during the year. None of the Businesses proposed to be transacted at the ensuing Annual General Meeting required passing resolution through postal ballot.



10. MEANS OF COMMUNICATION:

Quarterly and annual financial results of the Company are published in the proforma prescribed by Stock Exchanges in the English newspaper 'Business Standard' and Tamil newspaper 'Dinamani'. The annual financial results of the Company are also communicated in the prescribed pro-forma to Stock Exchanges. The financial results are displayed on the Company's website www.trinetracement.com.

11. GENERAL INFORMATION FOR SHAREHOLDERS:

i. Date, time and venue : 28th September 2016
of the Annual General Meeting : at 4.00 P.M.
at 'Coromandel Towers'
93, Santhome High Road
Karpagam Avenue
R.A. Puram
Chennai 600028.

ii. Financial Year -

1st April to 31st March

(Provisional) : Will be published on or before

- Results for the quarter ending June 30, 2016 : 14th August 2016

- Results for the quarter ending September 30, 2016 : 14th November 2016

- Results for the quarter ending December 31, 2016 : 14th February 2017

- Results for the quarter ending March 31, 2017 (audited) : 30th May 2017

iii. Dates of Book Closure : 22nd September 2016 to 28th September 2016
(both days inclusive)

iv. Dividend Payment Date : Not Applicable

v. Listing on Stock Exchanges:

- a. The Company's Equity Shares are listed at: BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 (Stock Code: 513428).
- b. The Company's equity shares are traded in Group "T" category in BSE Limited (BSE).
- c. The Company has paid the Listing Fees for the year 2016-17 to BSE Limited, where the Company's equity shares are listed.

vi. Market Price Data:

The market price data at BSE (Scrip Code 513428) are given below. (In Rupees)

Month	BSE Limited	
	High	Low
April 2015	33.90	29.50
May 2015	45.65	32.25
June 2015	46.45	41.95
July 2015	44.00	38.25
August 2015	40.00	36.20
September 2015	38.00	36.10
October 2015	35.10	33.80
November 2015	44.85	34.00
December 2015	43.80	38.10
January 2016	41.40	30.90
February 2016	37.20	30.80
March 2016	29.35	26.65

vii. There was no suspension from trading in equity shares of the Company during the year 2015-16.

viii. Registrar and Share Transfer Agent (RTA):

The Company has appointed Integrated Enterprises (India) Limited, Chennai, as Registrar and Share Transfer Agent (RTA). Shareholders / Investors / Depository Participants are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA at the following address:

Integrated Enterprises (India) Limited,
2nd Floor, "Kences Towers",
No.1, Ramakrishna Street, North Usman Road,
T. Nagar, Chennai - 600017.
Phone : 044-28140801 to 28140803
Fax : 044-28142479
Email : corpserv@integratedindia.in

ix. Share Transfer System:

Shares lodged in physical form with the Company/ RTA are processed and returned, duly transferred, within prescribed time from the date of receipt, if the documents submitted are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants.

x.a) Distribution of Shareholding as on 31st March, 2016:

No. of Shares	No. of Shareholders	% of share-holders	No. of Shares held	% of share holding
Up to 500	3752	92.71	557932	12.47
501 to 1000	178	4.40	151448	3.38
1001 to 2000	62	1.53	96678	2.16
2001 to 3000	8	0.20	19549	0.44
3001 to 4000	10	0.25	36302	0.81
4001 to 5000	5	0.12	24447	0.54
5001 to 10000	12	0.30	86351	1.93
10001 and above	20	0.49	3502893	78.27
TOTAL	4047	100.00	4475600	100.000

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x.b) Pattern of Shareholding as on 31st March, 2016:

Category	No. of Shares	%
Promoters	2739874	61.22
Public Shareholding:		
Mutual Funds	97600	2.18
Financial Institutions / Banks	400	0.01
Bodies Corporate	248173	5.55
Resident Individuals	1367648	30.55
NRI & Foreign Nationals	20300	0.45
Hindu Undivided Family	1605	0.04
Total	4475600	100.00

(xi) Dematerialisation of Equity Shares and Liquidity:

As on 31st March 2016, 74.64% of the Company's Equity Shares have been dematerialized.

The ISIN Number allotted by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerializing the Company's Equity Shares is INE031L01014.

During the year 2015-16, the Company received 53 requests for dematerialization of shares. The Company has acted upon all valid requests received for dematerialization during the year 2015-16.

(xii) Outstanding GDRs / ADRs / Warrants or any Convertible Debentures, conversion date and likely impact on equity shares as on 31st March, 2016.

No GDRs / ADRs / Warrants or any convertible instruments have been issued by the Company and hence, there would not be any impact on the equity.

(xiii) Commodity price risk or foreign exchange risk and hedging activities:

During the year the Company did not carry on any commodity business and had not undertaken any hedging activities, hence the same are not applicable to the Company.

(xiv) Plant Locations:

Nokhla Village, Wajwana Post, Banswara District, Rajasthan.

(xv) Address for Correspondence:

Trinetra Cement Limited,
Registered Office:
"Dhun Building", 827, Anna Salai,
Chennai 600 002.
Tel. No. : (091) (044) 28521526 / 28572 100 / 400
Fax No. : (091) (044) 28517198

Corporate Office:

"Coromandel Towers",93, Santhome High Road,
Karpagam Avenue,R.A. Puram, Chennai - 600 028.
Tel. No. : (091) (044) 28572100 / 28521526
Fax No. : (091) (044) 28517198

Corporate Identity Number:

L99999TN1987PLC082730

Website:

www.trinetacement.com

For Investor Complaints:

Contact Person
Sri B.Srinivasa Rao, Company Secretary
Email-Id: trinetracementltd@gmail.com

12] Disclosures:

a) There were no significant Related Party transactions during the year of material nature with the promoters, directors or relatives or Key Managerial Personnel etc., potentially conflicting with Company's interests at large. Related Party transactions are disclosed in the notes to financial statements forming part of this Annual Report.

In accordance with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has formulated a 'Policy on Related Party Transactions' and the same is available on the website of the Company (weblink <http://www.trinetacement.com/pdf/tclrpt.pdf>).

b) As per Regulation 17(8) of Listing Regulations, the Chief Executive Officer and the Chief Financial Officer certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2016 in the prescribed form which is annexed.

c) There were no instances of non-compliance on any matter relating to the capital market, during the last three years.

d) The Company was discharged from the purview of SICA/BIFR by the Board for Industrial and Financial Reconstruction (BIFR) vide its order No.277/98 dated 17th March 2009. As per the audited annual accounts as on 31st March 2010 the Company had become a potentially sick company in terms of Section 23 of Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and the prescribed form was filed with BIFR on 11th October 2010. Even at the time of discharge of the Company from the purview of SICA, the accumulated losses were more than 50% of the peak net worth and the status had been continuing since then. During the years 2010-11 to 2012-13, the Company issued and allotted Preference Shares aggregating to Rs.705 Crores in favour of The India Cements Limited, the holding company, on adjustment of outstanding loans / advances. Consequently, the net worth of the Company had increased substantially and the same was intimated to BIFR.

e) The Company has adopted a Whistle Blower Policy and established a Vigil Mechanism and it affirms that no personnel have been denied access to the Audit Committee.



- f) Disclosure of commodity price risks and commodity hedging activities: Not applicable
- g) Details of information on re-appointment of directors:
A brief resume, nature of expertise in specific functional areas, relationship between directors inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and number of equity shares held in the Company by the Director or for another person on a beneficial basis, forms part of the Notice convening the 29th Annual General Meeting.
- h) Code of Conduct for Prevention of Insider Trading: In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted and implemented the revised TCL Code of Conduct for Prevention of Insider Trading as approved by the board of directors at its meeting held on 29.05.2015. The Code prohibits purchase / sale of securities of the Company by Designated Person(s) including Directors, Key Managerial Personnel, Designated Employees, connected person, etc., while in possession of unpublished price sensitive information and during the period when the Trading Window is closed. The designated persons are also restricted from entering into opposite transaction, i.e., buy or sell any number of shares during the next six months following the prior transaction.
- i) Code of Conduct for Directors and Senior Management:
In accordance with the provisions of the Companies Act, 2013, the Company has adopted and implemented a 'Code of Conduct for its Directors and Senior Management'. The Code of Conduct has also been posted on the Company's website "www.trinetacement.com". Affirmation of compliance of Code of Conduct for the financial year 2015-2016 has been received from all the Directors and Senior Management personnel of the Company.
- CEO of the company has given declaration to the effect that members of the Board and the senior management personnel have affirmed compliance with Code of Conduct for its Directors and Senior Management which is annexed.
- j) Transfer to Investor Education and Protection Fund:
There is no amount due to be transferred to Investor Education and Protection Fund established by the Central Government.
- k) Unclaimed Shares:
The Company does not have any share(s) remaining unclaimed, issued pursuant to public / other issues.
- l) Subsidiary Company:
The Company does not have a subsidiary.
- m) Cost Auditor and Cost Audit Report 2014-2015:
Name, Membership : Sri S.A. Murali Prasad,
number & address Membership No.2730
of Cost Auditor 4 (New), Brindavan
Street, Chennai 600004.
Filing of Cost Audit Report 2014-2015 with the Central Government:
Due date of filing : 26.10.2015
Actual Date of filing : 05.11.2015
- n) The Independent Directors have confirmed in writing that they meet the criteria of 'Independence' as stipulated under Companies Act and Listing Regulations.
- 13] The company has complied with sub paras 2 to 10 of Part C of Schedule V of Listing Regulations.
- 14] The Company has complied with discretionary requirements of Part E of Schedule II of Listing Regulations and the extent of compliance has been stated in Part B of this report.
- 15] The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and 46(2)(b)(i) of Listing Regulations.

B. NON-MANDATORY REQUIREMENTS

1. The Board
A non-executive Chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.
: At present, the Non-executive Chairman does not have any office at the Company's expense. No reimbursement of expenses is made by the Company for performance of his duties.
2. Shareholder Rights
A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders.
: As the Company's half yearly results are published in a leading English newspaper and in a Tamil newspaper and also posted on the Company's website, the same are not sent to the Shareholders of the Company. There is no publication of second half-yearly results as the annual results are approved by the Board and then published in the newspapers and also communicated to the shareholders through the Annual Report.
3. Modified opinion(s) in audit report
The listed entity may move towards a regime of unqualified financial statements.
: There has been no qualification of auditors in respect of accounts.

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4. Separate posts of Chairperson and Chief Executive Officer : At present, Sri N.Srinivasan is Chairman and
The listed entity may appoint separate persons to the post of Chairperson and Managing Director / Chief Executive Officer. Sri T.S.Raghupathy is CEO of the Company.
5. Reporting of Internal Auditor : The Internal Auditors of the Company, who are external
The Internal auditor may report directly to the Audit Committee. firm of Chartered Accountants, report directly to the Audit Committee.

For and on behalf of the Board of Directors

Place : Chennai
Date : 26th May, 2016

N. SRINIVASAN
Chairman

CEO AND CFO CERTIFICATION

To

The Board of Directors of Trinetra Cement Limited

In compliance with Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2016 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-16 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not observed any deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the auditors and the Audit Committee that there are:
- (i) no significant changes in internal control over financial reporting during the year;
 - (ii) no significant changes in accounting policies during the year; and
 - (iii) no instances of significant fraud where the involvement of management or an employee having a significant role in the Company's internal control system over financial reporting have been observed.

Place : Chennai
Date : 26th May, 2016

T.S.Raghupathy
CEO

R.Srinivasan
CFO

CODE OF CONDUCT - DECLARATION UNDER SCHEDULE V (D) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to certify that all Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management, for the year ended 31st March, 2016.

for **Trinetra Cement Limited**

Place: Chennai
Date : 26th May, 2016

T.S.Raghupathy
CEO
