

ANNEXURE III

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

Corporate governance is about maximizing shareholder's value legally, ethically and on sustainable basis, while ensuring fairness to every stakeholders, customers, employees, investors, vendors/partners and Governmental Authorities. Therefore, Corporate Governance is a reflection of a Company's culture, policies, and its relationship with the shareholders, and its commitment to values.

The Company strongly believes that establishing good Corporate Governance practices in each and every function of the organization leads to increased operational efficiencies and sustained long term value creation for all the stakeholders. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely essential to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate governance and be considered as a good corporate citizen of the Country.

A report on compliance with the principles of the Corporate Governance as on March 31, 2020 as prescribed by Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time with the stock exchanges is given below:

2. BOARD OF DIRECTORS

a) Composition of the Board

As on March 31, 2020, the Board of Directors comprised of five members. The number of Independent directors on the Board was two. Ms. Reema Varde, Independent Director of the Company resigned from with effect from March 21, 2020 and appointed Mr. Ashish Dubey as an Additional Independent Director with effect from June 18, 2020.

All Independent directors possess the requisite qualifications and are very experienced in their own fields. The composition is as under:

Name of the Directors	Category of Directors	Directorships in other Indian Companies \$	Committee Memberships & (Chairmanship) in other companies @		No. of Shares held in the Company as at 31.03.2020	List of Directorship held in other Listed Companies and Category of Directorship
			Member	Chairman		

Anand Taggarsi	Non-Executive Independent Director	-	-	-	-	-
Nishant Mahimtura	Executive Promoter Director	2	-	-	30,78,000	-
Reshma Ganji	Executive Promoter Director	-	-	-	18,52,651	-
Riyaz Ganji	Executive Promoter Director	2	-	-	1,888,494	-
Vivek Kamath	Non-Executive Independent Director	2	-	-	-	-

@Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationships Committee in Indian Public Limited companies other than Libas Designs Limited
\$ Directorship is including Private Limited Companies but excluding Foreign Companies and Companies under Section 8 of the Act.

Notes:

1. In terms of provisions of the Companies Act, 2013, Mrs. Reshma Ganji is related to Mr. Riyaz Ganji being his wife, except these, no director is related to any other director on the Board.
2. Memberships of the Directors in various Committees are within the permissible limits of the Listing Regulations.

b) Board Meetings and attendance of Directors

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each director to enable the Directors to take an informed decision.

- i. During the year, Seven Meetings of the Board of Directors were held on May 08, 2019; May 29, 2019; June 12, 2019; September 03, 2019; October 19, 2019; November 13, 2019 and February 13, 2020.

- ii. The attendance recorded for each of the Directors at the Board Meetings during the year ended on March 31, 2020 and of the last Annual General Meeting is as under:

Directors	No. of Board Meetings attended	Attendance at the Last AGM held on September 30, 2019.
Mr. Anand Taggarsi	3	Yes
Mr. Nishant Mahimtura	6	Yes
Mrs. Reema Varde	2	No
Mrs. Reshma Ganji	7	No
Mr. Riyaz Ganji	7	Yes
Mr. Vivek Kamath	2	Yes

- c) **Chart or a Matrix setting out the Skills/Expertise/Competencies of the Board of Directors**

The following skills / expertise / competencies required in the context of Company's businesses have been identified by the Board for it to function effectively viz.:

- (i) Business Strategy, Planning and Corporate Management
- (ii) Accounting & Financial Skills
- (iii) Marketing
- (iv) Communication, Advertising and Media
- (v) Corporate Governance
- (vi) Legal & Risk Management

These are available with the Board.

- d) Web link where familiarization programs imparted to independent directors is disclosed: www.libasdesignsltd.com
- e) **Confirmation from the Board of Directors in context to Independent Directors:**
The Board of Directors has confirmed that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management. Also, independent directors have given declaration pursuant to Section 149 of the Companies Act, 2013.
- f) **Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director:**

Mrs. Reema Varde an Independent Director of the Company has resigned from her post with effect from March 21, 2020 due to her pre-occupation in other business services.

3. AUDIT COMMITTEE

The Audit Committee acts as a link between Statutory Auditors and Internal Auditors and the Board of Directors.

The Audit Committee provides reassurance to the Board regarding the existence of an effective internal control environment that ensures:-

- Efficiency and effectiveness of operation;
- Safeguarding of assets and adequacy of provisions for all liabilities;
- Reliability of financial and other management information and adequacy of disclosures; And
- Compliance with all relevant statutes.

Powers

The Audit Committee is empowered, pursuant to its terms of reference, to:

- Investigate any activity within its terms of reference
- Seek any information it requires from any employee
- Obtain legal or other independent professional advice and
- Secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

a) Term of Reference

The scope and function(s) of the Audit Committee are in accordance with the provisions of Section 177 of the act, the provisions of Regulation 18 of the SEBI (LODR) Regulation, 2015. Audit Committee is mainly entrusted with supervising and monitoring company's internal controls and financial reporting process amongst the other terms of reference which are explained below:

- Oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Reviewing the adequacy of internal audit function, discussing with internal auditors any significant findings and follow-up thereon, reviewing with the management annual and half yearly financial statements before submission to the board for approval.
- Approval or subsequent modification of any transactions of the company with related parties.
- Review and monitor the auditors independence and performance and effectiveness of the audit processes, scrutiny of inter corporate loans and investments, if any, evaluation of internal financial controls and risk management system; and reviewing the functioning of the Whistle Blower mechanism.
- To monitor the end use of funds raised through public offers and related matters.
- To oversee the financial reporting process and the disclosures of its financial information to ensure that the financial statement are correct sufficient and credible.
- To review with the management, the half yearly and yearly financial results before submission to the board for their approval.

- Matters required to be included in the directors responsibility statement to be included in the board report as per section 134 of the act.
- Changes if any in accounting policies and practices along with reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosures of the related party transactions.

b) Composition

The Company has complied with the requirements of Regulation 18 of the SEBI (Listing Obligation and disclosure requirements) Regulation 2015 as regards to the composition of the audit committee. The audit committee constituted as follows;

Name of the Member	Chairman/Member	Category
Mr. Anand Taggarsari	Chairperson	Non-Executive / Independent Director
*Ms. Reema Varde	Member	Non-Executive / Independent Director
Mr. Nishant Mahimtura	Member	Executive Promoter Director & CFO

*Resigned with effect from March 21, 2020

The Company Secretary acts as the Secretary to the Committee. All the members of the Committee are financially literate and have accounting and financial management expertise.

c) Meeting and Attendance during the year

During the financial year 2019-20, five (5) meetings of the Audit Committee were held, the details of which are as follows:

Sr. No.	Date of Meeting	Committee Strength	No. of members present
1.	May 29, 2019	3	3
2.	July 17, 2019	3	3
3.	October 10, 2019	3	2
4.	November 13, 2019	3	2
5.	February 13, 2020	3	2

4. NOMINATION AND REMUNERATION COMMITTEE

a) Terms of reference

- Make recommendations regarding the composition of the Board, identify independent Directors to be inducted to the Board from time to time.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Devise a policy on Board Diversity.
- Evaluate and approve the appointment and remuneration of senior executives, including the Key Managerial Personnel, the Company's remuneration plan, annual salary increase principles and budgets, annual and long term incentive plans of the Company, policies and programmes such as succession planning, employment agreements, severance agreements and any other benefits
- Establish key performance metrics to measure the performance of the Managing Director, Key Managerial Personnel and the executive team.
- Review and recommend to the Board the remuneration and commission to the Managing and Executive Directors and define the principles, guidelines and process for determining the payment of commission to Non-Executive Directors of the Company

b) Composition

The Nomination and Remuneration Committee comprised of the following members as on March 31, 2020:

Name of the Member	Chairman/Member	Category
Mr. Anand Taggarsari	Member	Non-Executive / Independent Director
Ms. Reema Varde	Chairperson	Non-Executive / Independent Director
Mr. Vivek Kamath	Member	Non-Executive / Independent

		Director
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The Company Secretary acts as the Secretary to the Committee.

c) Meeting and Attendance during the year

There were no Meeting held during the financial year

d) Performance evaluation criteria for independent Directors

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of Independent Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concern being evaluated.

The criteria for performance evaluation are as follows:

Factor	Attributes
Role and Accountability	Application of knowledge for rendering advice to Management for resolution of business issues Offer constructive challenge to Management strategies and proposals Active engagement with the Management and attentiveness to progress of decisions taken
Objectivity	Non-partisan appraisal of issues Own recommendations given professionally without tending to majority or popular views
Leadership and initiative	Heading Board sub- committees Supporting any function or identified initiative based on domain knowledge and experience
Participation in and contribution to effective Board meetings	Commitment to role and fiduciary responsibilities as a Board Member Attendance and active participation in Board and Committee meetings Proactive, strategic and lateral thinking

5. REMUNERATION OF DIRECTORS

The Non-executive Directors are not paid sitting fee for meetings of the board and committees of directors and commission, also there is no pecuniary relationship or transaction with the Non-executive directors of the company.

The Company pays remuneration to its CFO and Managing Director, executive director by way of Salary and Perquisites and allowances.

No stock options were issued to Non-Executive Directors of the Company.

Criteria for making payments to Non-Executive Directors: The Company is not making payment to any Non-Executive Directors and hence, the criteria of making payment do not arise.

Following are the payments made to the Directors of the Company:

Name of the Director	Designation	Salary and perquisites	Commissions	Sitting fees	No of equity shares held

Riyaz Ganji	Whole time director	1,980,000	NIL	NIL	1,888,494
Reshma Ganji	Managing Director	1,980,000	NIL	NIL	1,852,651
Nishant Mahimtura	Director	7,00,000	NIL	NIL	30,78,000
Anand Taggarsari	Independent Director	NIL	NIL	NIL	NIL
Vivek Kamath	Independent Director	NIL	NIL	NIL	NIL
*Reema Varde	Independent Director	NIL	NIL	NIL	NIL

*Resigned with effect from March 21, 2020

6. STAKEHOLDER RELATIONSHIP COMMITTEE

a) Term of Reference

The scope and functions of the SRC are in accordance with the provisions of Section 178 of the Act, Regulation 20 of the SEBI Listing Regulations and Clause 49 of erstwhile Listing Agreement. The scope and functions of the SRC is as follows:

- To consider and resolve Redressal of shareholders and investors of the Company in respect of matters relating to transfer and transmission of shares, Non-receipt of Dividend/ Annual Report, delays in transfer of shares and Dematerialization/ re-materialization of shares etc.;
- To evaluate the performance of the Registrar and Transfer Agent of the Company;
- To review and approve the allotment of shares, approval of transfer or transmission of equity shares, debentures or any other securities;
- To allot securities of the Company from time to time;
- To issue duplicate certificates and new certificates on split/ consolidation/ renewal, etc.;
- To provide guidance and recommendations for providing Shareholder friendly services.
- To carry out any other function as may be required as per the provisions of the Act, applicable SEBI Regulations and Listing Agreement(s), as amended from time to time.

b) Composition

The Stakeholders Relationship Committee as on March 31, 2020 comprised of three (3) members:

Name of the Member	Chairman/Member	Category
Mr. AnandTaggarsari	Chairperson	Non-Executive / Independent Director
Ms. Reema Varde	Member	Non-Executive / Independent Director

Mr. NishantMahimtura	Member	Promoter Executive Director
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Company Secretary acts as a compliance officer to the Committee.

c) Stakeholders' / Investors' Complaints:

The total number of complaints received and resolved during the year ended March 31, 2019 was NIL. There were no complaints outstanding as on March 31, 2020. Summary of Shareholder complaints received during the year under review is as follows:

No of complaints pending as on April 01, 2019	NIL
No of complaints received during the year	NIL
No of complaints resolved during the year	NIL
No of complaints pending as on March 31, 2020	NIL

d) Meeting and Attendance during the year:

There were no meeting held during the financial year.

7. GENERAL BODY MEETINGS

a. Location and time of the last three Annual General Meetings:

Year	AGM	Location	Day & Date	Time	No. of Special Resolution
2018-19	15 th AGM	Libas Designs Limited, 401, 4th Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West), Mumbai MH 400053	Monday, September 30, 2019	12:00 Noon	1
2017-18	14 th AGM	Libas Designs Limited 401, 4th Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri	Sunday, September 30, 2018	02:30 P.M.	NIL

		(West), Mumbai MH 400053			
2016-17	13 th AGM	LIBAS RIYAZ, GANJGJI, Shop No. 2, New Sujata Soc, Juhu Tara Road, Next To Maneckji Cooper Education Trust School, Santacruz, Mumbai-400049	Thursday, 28 th September, 2017	02:30 P.M	1

b. Details of Postal Ballot(s) conducted during the Financial Year 2019-20:

- 1) Following are details of the Ordinary/Special Resolution passed at Extra-Ordinary General Meeting:

Sr. No.	Particulars of Special Resolution	Date of Passing the Resolution	No. of Valid Votes Polled	No. of Votes -in Favour	No. of Votes -Against
1.	Ordinary Resolution: Increase in Authorised Share Capital	June 07, 2019	4,236,751	4,236,751	Nil
2.	Special Resolution: Issue of Shares on Private/Preferential basis	June 07, 2019	4,236,751	4,236,751	Nil

2) **Person who conducted the postal ballot exercise:**

The Company had appointed M/s JMJA & Associates LLP, Practicing Company Secretaries, Mumbai as the scrutinizer ("scrutinizer") for conducting EGM in a fair and transparent manner.

- 3) **Procedure for EGM:** The procedure for EGM is as per the provisions contained in this behalf in the Companies Act, 2013 and rules made thereunder.

8. MEANS OF COMMUNICATION

- a. For easy reference of the Shareholders, the half yearly results/ annual results, along with the Limited Review thereon, are made available on the website of the Company i.e. www.libasdesignsltd.com.
- b. Aforesaid results are also filed with the concerned Stock Exchanges simultaneously so as to enable them to display the results on their notice board/ website.

- c. During the year no press releases or presentations were made to the institutional investors or to the analysts.
- d. The company has published Newspaper advertisement as per clause 47 of the SEBI LODR, 2015.

9. GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting to be held

Day, Date, Time and Venue:

Day	Wednesday
Date	September 30, 2020
Time	03:30 P.M.
Deemed Venue	401, 4 th Floor, Crecent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West), Mumbai-400053, Maharashtra

b. Financial year : April 01, 2019 – March 31, 2020

c. Dates of Book Closure: From Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).

d. Dividend Payment Date: By October 30, 2020

e. Stock Exchange related information:

Listing on Stock Exchanges	National Stock Exchange of India Limited. "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai - 400051
Stock Code	LIBAS
ISIN No. for the Company's Listed Securities	INE908V01012
Listing fees	The Company has paid the required Annual Listing Fees for the financial year 2020-21

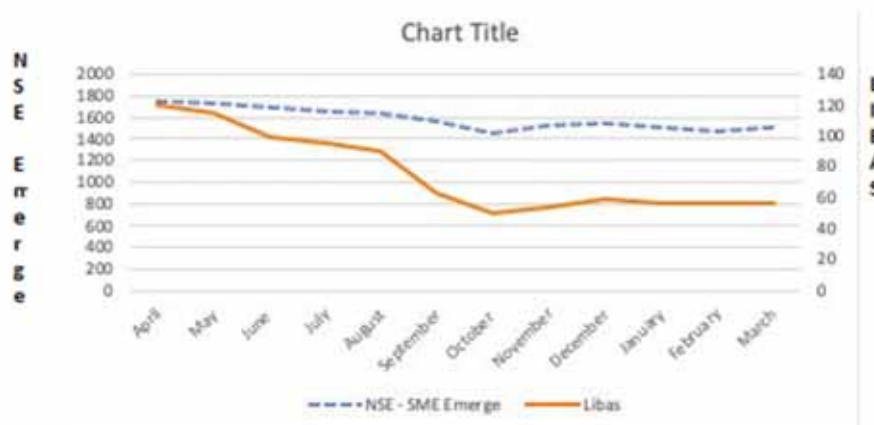
f.

i. Market price Data:

Month & Year	NSE	
	High	Low
April 2019	56.00	49.65
May 2019	53.55	49.90
June 2019	51.05	50
July 2019	58.00	44.65
August 2019	55.65	40.10
September 2019	65.00	54.15
October 2019	66.00	49.00
November 2019	58.00	41.50
December 2019	51.50	43.05
January 2020	51.00	44.60
February 2020	50.50	41.20
March 2020	48.80	42.75s

ii. Performance in comparison to broad based indices:

LIBAS V/S NSE NIFTY



g. Suspension from trading:

No Security of the Company has been suspended from trading on the stock exchange where they are listed.

h. Registrar to the issue and Share Transfer Agents:

The Company has appointed Bigshare Services Private Limited as its Share Transfer Agent for both physical and demat segments of Equity Shares. Below mentioned are the contact details of the RTA:

Bigshare Services Private Limited

(UNIT: Libas Designs Limited)

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (E), Mumbai - 400 059;

Tel: +91 - 22 - 62638200; Fax: +91 - 22 - 62638299;

Email: investor@bigshareonline.com;

Website: www.bigshareonline.com;

SEBI Registration No.: MB / INR000001385;

Contact Person: Mr. Ashok Shetty.

i. Share Transfer system:

Share Transfer, Transmission and Duplicate issue of Shares in physical form are normally affected within a period of 15 days if receipt of documents complete in all respects. The Company has Bigshare Services Pvt. Ltd as Registrar and Share Transfer Agent which handles the Transfer, Transmission and Issue of Duplicate Share certificate within the aforesaid period from the lodgment of the documents.

j. Distribution of Shareholding/Category-wise Shareholding pattern of the Company as on March 31, 2020.

Distribution of Shareholding

Shareholding of Nominal	Shareholders		Number of Shares	
	Number	% of Total	Shares	% of Total
1-500	249	45.19	5,584	0.05
501-1000	10	1.81	9,084	0.07
1001-2000	18	3.27	29,619	0.24
2001-3000	107	19.42	319,477	2.61
3001-4000	5	0.91	17,200	0.14
4001-5000	3	0.55	14,041	0.11
5001-10000	77	13.97	516,416	4.22
10001-999999999	82	14.88	11,338,579	92.56
Total	551	100.00	12,250,000	100.00

Category-wise Shareholding

Category	No. of Shareholders	No. of Shares	% of Total Share as on March 31, 2020
Promoter & Promoter Group	6	7,128,145	58.19
Public	619	5,121,855	41.81
Non Promoter-Non Public	0	0	0

Shares underlying DRs	0	0	0
Shares held by Employee/ Trusts	0	0	0
Total	625	12,250,000	100

k. Dematerialization of shares and liquidity:

As on March 31, 2020; 12,250,000 Equity Shares (100.00% of the total number of shares) are in demat form.

l. Outstanding GDRs/ADRs/Warrants or any convertible instruments

The Company has not issued any GDR's/ADR's, Warrants or any convertible instruments during the financial year 2019-20. Further, none of the Non- Executive Director holds any convertible instruments.

m. Hedging of risk

The Company has a robust frame work in place to protect its interest from risks arising out of market volatility. Based on market intelligence and continuous monitoring, the procurement team is advised on appropriate strategy to deal with such market volatility. The Company does not have any exposure hedged during the financial year 2018-19.

n. Plant Locations

Location of the manufacturing units of the Company:
Gala no :- 55 Sidhapura Industrial Estate, Masrani lane Near Halav Pool Kurla (w) Mumbai 400070
Gala no :- 62 Sidhapura Industrial Estate, Masrani lane Near Halav Pool Kurla (w) Mumbai 400070
A4 Gala no 103, Harihar Corporation, Survey No 106 Hissa No 5 PaikiDapode, Bhiwandi Maharashtra 421302

o. Address for correspondence:

Name for investor related matter	Address	Telephone No.	Email id& Website
Mr. Suresh Tiwari Ms. Nita Mshra	Libas Designs Limited, 401, 4th Floor, Crescent Royale, Off New Link Road, Lokhandwala Complex, Andheri (West) Mumbai MH 400053 IN	022-49767404 022-49767396	accounts@libas.co.in cs@libas.co.in www.libasdesignsltd.com

10. Further, the Company has no debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds (whether in India or abroad), during the relevant financial year. Thus, there are no credit ratings obtained the same.

11. OTHER DISCLOSURES

- a. During the financial year 2019-20 there were no materially significant transactions entered into between the Company and its promoters, Directors or the management or relatives etc. that may have potential conflict with the interests of the Company at large. The Register of Contracts detailing the transactions as required under the Act is placed before the Board. Transactions with related parties are disclosed by way of Notes to the Accounts, which forms part of this Annual Report.
- b. **Details of the Penalties imposed by SEBI**
No penalties imposed during the period.
- c. **Establishment of Vigil Mechanism/Whistle Blower Policy**
The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.
- d. The Policy for determining 'material' subsidiaries is disclosed on website of the Company www.libasdesignsltd.com.
- e. The Policy on dealing with related party transactions is disclosed on website of the Company www.libasdesignsltd.com.
- f. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**Not Applicable
- g. **Details of the Recommendation of any committee of the board which is mandatorily required and not accepted by the Board:** The Board has adopted all the recommendation made by the committee.
- h. **Certificate from Practicing Company Secretary**
The Company has obtained a certificate from SARK & Associates, Company Secretaries, that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

- i. **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

Total fees for all services paid by the Company to the statutory auditor has been given in Notes to the financial statements.

- j. **Disclosure in relation of sexual harassment of women at workplace**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The details of complaints are as under:

No. of complaints filed during the financial year	Nil
No. of complaints disposed off during the financial year	Nil
No. of complaint pending as on end of the financial year	Nil

- k. **Non-compliance of Corporate Governance report above, with the reasons thereof**

The Company has generally complied with the Compliance Governance Report.

- l. **Compliance Status of the requirements of Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 of Listing Regulations is mentioned below**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA) refer note below
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	Yes
Policy on dealing with related party transactions	Yes
Policy for determining "material" subsidiaries	Yes
Details of familiarization programmes imparted to independent	Yes

directors		
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) refer note below
<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)	No fees paid to Independent Directors and Non-Executive Directors
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<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)	Not Applicable
<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
<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)	NA
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

12. Declaration by CFO stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management: Attached separately

13. Certificate from the Auditor regarding compliance of conditions of corporate governance: Attached separately

14. Disclosure with respect to demat suspense account/unclaimed suspense account:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	Not Applicable
number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	Not Applicable
number of shareholders to whom shares were transferred from suspense	Not Applicable

account during the year;	
aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	Not Applicable
that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	Not Applicable