

Compliance Report on Corporate Governance

1. Name of Listed Entity : **GINNI FILAMENTS LIMITED**
 2. Quarter ending : **March 31, 2017**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN [§] & 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 / Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Post of Chairperson in Audit / Stakeholders Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shishir Jaipuria	AANPJ5627K 00274959	Chairperson - Executive	01.04.2014	---	1	2	---
Mr.	Saket Jaipuria	ADGPJ8314D 02458923	Executive	11.02.2016	---	1	1	---
Mr.	Suresh Singhvi	AIGPS1249B 00293272	Executive	01.08.2014	---	1	---	---
Mr.	Ram Ratan Maheshwari	AAGPM1562R 02732734	Executive	01.08.2014	---	1	---	---
Mr.	Joginder Pal Kundra	AADPK4328A 00004228	Independent	10.09.2014	5	2	1	3
Mr.	Jugal Kishore Bhagat	ADUPB7807P 00055972	Independent	10.09.2014	5	2	2	1
Mr.	Har Prasad Bhattacharya	AAKPB9946L 00304475	Independent	10.09.2014	5	1	1	---
Ms.	Manju Rana	ABTPR6685A 06939634	Independent	10.09.2014	5	1	1	---
Mr.	Sushil Chandra Tripathi	ACXPT9105A 00941922	Independent	10.09.2014	5	3	6	2
Mr.	Ramesh Chandra Vaish	ABIPV3776H 01068196	Independent	10.09.2014	5	5	2	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.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive / Independent / Nominee) [§]
1. Audit Committee	Mr. Joginder Pal Kundra Mr. Shishir Jaipuria Mr. Har Prasad Bhattacharya Mr. Jugal Kishore Bhagat Ms. Manju Rana	Independent - Chairperson Executive Independent Independent Independent



2. Nomination & Remuneration Committee	Mr. Joginder Pal Kundra Mr. Sushil Chandra Tripathi Mr. Jugal Kishore Bhagat Mr. Har Prasad Bhattacharya	Independent - Chairperson Independent Independent Independent
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr. Sushil Chandra Tripathi Mr. Shishir Jaipuria Mr. Jugal Kishore Bhagat Mr. Saket Jaipuria	Independent - Chairperson Executive Independent 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

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)
14.11.2016	08.02.2017	85 days

IV. Meeting of Committee

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 meetings in number of days*
Audit Committee - 14.11.2016	Yes	08.02.2017	85 days
Stakeholders Relationship Committee - 14.11.2016	Yes	08.02.2017	85 days
Nomination & Remuneration Committee - 08.02.2017	Yes	Nil	

*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

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.
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	Yes

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. - Yes
 - The composition of the following committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - Yes
 - Nomination & remuneration committee - Yes
 - Stakeholders relationship committee - Yes
 - Risk management committee (applicable to the top 100 listed entities) - Not Applicable
 - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
 - The meetings of the board of directors and the above committee have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
 - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes
- Any comments/observations/advice of Board of Directors may be mentioned here:


BHARAT SINGH
Company Secretary & Compliance Officer



Note:

Information at Table I & II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listing entity and instead a statement "same as previous quarter" may be given

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

I. Disclosure of 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	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
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	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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)	N.A.
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)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	N.A.
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)	Yes
Policy with respect to obligations of directors and senior management	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. - N.A.

for **GINNI FILAMENTS LTD.**

BHARAT SINGH

Company Secretary & Compliance Officer

