

FRICK INDIA LIMITED

CIN - L74899HR1962PLC002618

[Annexure - I]

**Corporate Governance Report**

**Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015**

(4<sup>th</sup> Quarter: January 01, 2017 to March 31, 2017)

1. Name of Listed Entity : FRICK INDIA LIMITED
2. Quarter ending : 31<sup>st</sup> MARCH, 2017

**I Composition of Board of Directors (As at March 31, 2017)**

Title (Mr./ Ms.)	Name of the Director	PAN <sup>s</sup> & 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.	Jasmohan Singh	DIN - 00383412 PAN - AAKPS4651B	Executive- Managing Director	25-09-2014		1	4	-
Ms.	Gurleen Kaur	DIN - 05270533 PAN - AHHPK7395N	Non-Executive Director	23-09-2015		1	1	-
Ms.	Jasleen Kaur Gurumeet Singh Dhody	DIN - 05269698 PAN - ADUPD7802Q	Non-Executive Director	26-08-2016		1	-	-
Mr.	Ramesh Chandra Jain	DIN - 00038529 PAN - AAJPJ8792R	Independent Director	25-09-2014	to hold office upto 24/09/2019	2	6	2
Mr.	Jaswinder Singh Jassal	DIN - 00055409 PAN - AAHPJ9356P	Independent Director	25-09-2014	to hold office upto 24/09/2019	1	1	-



Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee <sup>&amp;</sup> )	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.	# Madhav Bansidhar Shriram	DIN - 00203521 PAN - ABBPS9043F	Independent Director	25-09-2014	# Resigned w.e.f. March 24, 2017.	2	1	1
Mr.	Mahendra Doogar Kumar	DIN - 00319034 PAN - AEOPD3677C	Independent Director	25-09-2014	to hold office upto 24/09/2019	7	4	2
Mr.	Divaker Jagga	DIN - 05357922 PAN - AFAPJ1139C	Independent Director	25-09-2014	to hold office upto 24/09/2019	1*	3	-

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>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 (As at March 31, 2017)

Name of the Committee	Name of Committee Members (As at March 31, 2017)	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee <sup>§</sup> )
Audit Committee	Mr. Mahender Kumar Dooger	Chairman- Independent Director
	Mr. Jasmohan Singh	Managing Director
	Mr. Ramesh Chandra Jain	Independent Director
	Mr. Jaswinder Singh Jassal	Independent Director



Name of the Committee	Name of Committee Members (As at March 31, 2017)	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee §
	Mr. Madhav Bansidhar Shriram	Independent Director # Resigned w.e.f. March 24, 2017.
	Mr. Divakar Jagga	Independent Director
Nomination & Remuneration Committee	Mr. Ramesh Chandra Jain	Chairman - Independent
	Mr. Jasmohan Singh	Managing Director
	Mr. Madhav Bansidhar Shriram	Independent Director # Resigned w.e.f. March 24, 2017.
	Mr. Divakar Jagga	Independent Director
Risk Management Committee (if applicable)	Not Applicable	Not Applicable
Stakeholders Relationship Committee	Mr. Madhav Bansidhar Shriram	Chairman - Independent Director # Resigned w.e.f. March 24, 2017.
	Mr. Jasmohan Singh	Managing Director
	Mr. Ramesh Chandra Jain	Independent Director
	Mr. Divakar Jagga	Independent Director
Committee on Corporate Social Responsibility	Mr. Ramesh Chandra Jain	Chairman - Independent Director
	Mr. Jasmohan Singh	Managing Director
	Ms. Gurleen Kaur	Non-Executive Director
§Category of Directors means executive / non-executive / independent/ nominee. If a director fits into more than one category, write all categories separately them with hyphen. # Mr. Madhav Bansidhar Shriram, Independent Director of the Company resigned w.e.f. March 24, 2017.		
<b>III Meeting of Board of Directors</b>		
Date(s) of meeting (if any) in the previous quarter	Date of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
November 11, 2016	February 13, 2017	94 days




IV	Meeting of Committees	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter / @year	Maximum gap between any two consecutive meetings in number of days*
	*Stakeholders' Relationship Committee Meeting	February 13, 2017	Yes	*Stakeholders' Relationship Committee Meeting November 11, 2016	94 days
	Audit Committee Meeting	February 13, 2017	Yes	Audit Committee Meeting November 11, 2016	94 days
	Corporate Social Responsibility	March 23, 2017	Yes	Corporate Social Responsibility @March 17, 2016	371 days
	Independent Directors'	March 23, 2017	Yes	Independent Directors' @March 17, 2016	371 days
*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					
Whether prior approval of Audit Committee obtained?					
Yes					
Whether shareholders' approval obtained for material RPT?					
NA					
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee?					
Yes					
<b>Note</b>					
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/NO/NA. For example, if Board has been composed in accordance with the requirements of Listing Agreements, "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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. (Yes)
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Yes)
  - a) Audit Committee
  - b) Nomination & Remuneration Committee
  - c) Stakeholders' Relationship Committee
  - d) Risk management committee (applicable to the top 100 listed entities) - Not Applicable.
3. 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)
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. (Yes)
5. This report and/or the report submitted in the previous quarter have been placed before Board of Director. Any comments/ Observations /advice of Board of Director may be mentioned here. (Yes)

For **FRICK INDIA LIMITED**

  
**CS. Girish Kumar Gakhar**  
Company Secretary  
Membership No. A27170



**April 12, 2017**