

Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Ashoka Viniyoga Limited
2. Quarter ending: March 31, 2018

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/ 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.	Ashish Chawla	PAN: AGBPC4141M DIN: 02756547	Non-Executive-Independent Director	Appointed as Non-Executive Director effective April 29, 2013 and re-designate as Independent Director wef September 24, 2014	3 years 6 months	1	Audit Committee: 1 Stakeholder Committee : 1	-
Mr.	Karam Chand Jain	PAN: AAAPJ3170C DIN: 00019227	Non-Executive-Independent Director	Appointed as Non-Executive Director effective June 24, 1985 and re-designate as Independent Director wef September 24, 2014	3 years 6 months	2	Audit Committee: 2	-
Mr.	Punit Jain	PAN: AAKPJ0929P DIN: 00004327	Non-Executive-Director	Appointed on June 6, 2016	-	2	Stakeholder Committee : 2	-
Ms.	Monisha Saraf	PAN: AIGPS4505E DIN: 07503642	Non-Executive-Director	Appointed on August 4, 2017	-	1	Audit Committee:1 Stakeholder Committee : 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

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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. Karam Chand Jain	Non-Executive- Independent Director
	Ms. Monisha Saraf	Non-Executive Director
	Mr. Ashish Chawla	Non-Executive- Independent Director
2. Nomination & Remuneration Committee	Mr. Karam Chand Jain	Non-Executive-Independent Director
	Mr. Ashish Chawla	Non-Executive- Independent Director
	Ms. Monisha Saraf	Non-Executive Director
3. Risk Management Committee (if applicable)	N.A.	
4. Stakeholders' Relationship Committee	Mr. Ashish Chawla	Non-Executive- Independent Director
	Ms. Monisha Saraf	Non-Executive Director
	Mr. Punit Jain	Non-Executive Director

&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 meeting (in number of days)*
November 13 ,2017	February 6, 2018	84 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	Maximum gap between any two consecutive meetings in number of days*
Audit Committee: (1) February 6, 2018	Yes, All Members were present.	November 13, 2017	84 Days
Nomination & Remuneration Committee: (1) February 6, 2018	Yes, All Members were present.	-	
Stakeholder's Relationship Committee: (1) February 6, 2018 (2) March 21, 2018	Yes, All Members were present.	-	

* 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



Subli

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

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
 - Stakeholder's relationship committee
- 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

Name & Designation:

Surbhi

Surbhi Maheshwari

(Company Secretary and Compliance Officer / Managing Director / CEO)



**Format to be submitted Listed entity at the end of the Financial year (for the whole of financial year)-
March 31, 2018**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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 transaction	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	Yes	
New Name and the old name of the listed entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/ NA)
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 form 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) &	Yes



	(8)	
Prior or Omnibus approval of audit Committee for all related party transaction	23(2), (3)	N.A.
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

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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. **NA**

Name & Designation:


Surbhi Maheshwari
 (Company Secretary and Compliance Officer)

