

Corporate Governance Report

1. Name of Listed Entity : OCL India Limited
2. Quarter ending: March 31, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN s & 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.	Pradip Kumar Khaitan	AFYPK7991R & 00004821	Chairperson - Non-Executive - Independent	08/08/2015	5 Years	9	4	-
Mr.	Gaurav Dalmia	ADYPD0151A & 00009639	Non-Executive	21/07/2010		3	1	1
Mr.	Gautam Dalmia	AAFPD5252N & 00009758	Non-Executive	01/04/2015		3	2	-
Mr.	Puneet Yadu Dalmia	AGRPD5590K & 00022633	Executive	01/04/2015		2	1	-
Mr.	D.N. Davar	AAAPD0015E & 00002008	Non-Executive - Independent	01/04/2014	5 Years	6	4	4
Mr.	V.P. Sood	ACBPS9287L & 00092593	Non-Executive - Independent	01/04/2014	5 years	1	1	1
Ms.	Sudha Pillai	AENPP4151N & 02263950	Non-Executive - Independent	31/03/2015	5 years	4	3	-
Mr.	Jayesh Nagindas Doshi	AAIPD3863G & 00017963	Non-Executive	01/04/2015		2	1	-

159

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

Annexure-8

Mr.	Mahendra Singhi	AJXPS9801R & 00243835	Executive	01/04/2015		1	1	-
Mr.	Amandeep	ABQPG8925R & 00226905	Executive	01/04/2015		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. D.N. Davar	Chairperson of the Committee - Non-Executive - Independent
	Mr. Mahendra Singhi	Executive
	Mr. V.P. Sood	Independent - Non-Executive
2. Nomination & Remuneration Committee	Mr. D.N. Davar	Chairperson of the Committee - Non-Executive - Independent
	Mr. V.P. Sood	Non-Executive - Independent
	Mr. Gautam Dalmia	Non-Executive
3. Risk Management Committee(if applicable)	Mr. D.N. Davar	Chairperson of the Committee - Non-Executive - Independent
	Shri Mahendra Singhi	Executive
	Shri Amandeep	Executive
4. Stakeholders Relationship Committee'	Mr. V.P. Sood	Chairperson of the Committee - Non-Executive - Independent
	Mr. Puneet Yadu Dalmia	Executive
	Shri Jayesh Doshi	Non-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)

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

160

04/11/2015	02/02/2016		89
	28/03/2016		54
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee			
02/02/2016	Yes, all members of the committee were present	04/11/2015	89
28/03/2016			54
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		Yes	
Whether shareholder approval obtained for material RPT		Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		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.			
VI. Affirmations			

191

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

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	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	Yes
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 has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here:	Yes, the report submitted in the previous quarter has been placed before Board of Directors and no comments/ observations were received.
Name & Designation:	
Rachna Gorla GM (Legal) & Company Secretary	
Note:	
Information at Table I and II above need to be necessarily given in 1 st 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 Listed entity and instead a statement "same as previous quarter" may be given.	

162

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

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

I. Disclosure on web site 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 transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
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 of 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)
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

163

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

<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)	Yes
<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)	N.A
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)&(6)	Yes
<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)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	Yes

184

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

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.

Rachna Gorla
GM (Legal) & Company Secretary

Certified to be true copy:
For OCL INDIA LIMITED

GM (Legal) & Company Secretary

165