

**Compliance Report on Corporate Governance**

(Quarter: July 01, 2016 to September 30, 2016)

1. Name of Listed Entity : FRICK INDIA LIMITED  
 2. Quarter ending : 30 SEPTEMBER, 2016

**1 Composition of Board of Directors (As at September 30, 2016)**

Title (Mr./ Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee <sup>6</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.	Jasmohan Singh	DIN - 00383412 PAN - AAKPS4651B	Executive- Managing Director	25-09-2014		1	4	-
Ms.	Gurleen Kaur	DIN - 05270533 PAN - AHHPK7395N	Non-Executive	23-09-2015		1	1	-
Ms.	Jasleen Kaur Gurumeet Singh Dhody	DIN - 05269698 PAN - ADUPD7802Q	Non-Executive	26-08-2016		1	-	-
Mr.	Ramesh Chandra Jain	DIN - 00038529 PAN - AAJP18792R	Independent	25-09-2014	to hold office upto 24/09/2019	3	6	3
Mr.	Jaswinder Singh Jassal	DIN - 00055409 PAN - AAHP19356P	Independent	25-09-2014	to hold office upto 24/09/2019	1	1	-



Title (Mr./ Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive / Non-Executive/ Independent/ Nominee <sup>6</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	25-09-2014	to hold office upto 24/09/2019	2	1	1
Mr.	Mahendra Doogar Kumar	DIN - 00319034 PAN - AEOPD3677C	Independent	25-09-2014	to hold office upto 24/09/2019	6	4	2
Mr.	Divaker Jagga	DIN - 05357922 PAN - AFAPJ1139C	Independent	25-09-2014	to hold office upto 24/09/2019	1	3	-

<sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>6</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 September 30, 2016)

Name of the Committee	Name of Committee Members (As at September 30, 2016)	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee <sup>5</sup> )
Audit Committee	Mr. Mahender Kumar Dooger	Chairman- Independent
	Mr. Jasmohan Singh	Managing Director
	Mr. Ramesh Chandra Jain	Independent



Name of the Committee	Name of Committee Members (As at September 30, 2016)	Category (Chairperson/ Executive/ Non-Executive / Independent / Nominee <sup>§</sup> )
	Mr. Jaswinder Singh Jassal	Independent
	Mr. Madhav Bansidhar Shriram	Independent
	Mr. Divakar Jagga	Independent
Nomination & Remuneration Committee	Mr. Ramesh Chandra Jain	Chairman - Independent
	Mr. Jasmohan Singh	Managing Director
	Mr. Madhav Bansidhar Shriram	Independent
	Mr. Divakar Jagga	Independent
Risk Management Committee (if applicable)	Not Applicable	Not Applicable
Stakeholders Relationship Committee	Mr. Madhav Bansidhar Shriram	Chairman -Independent
	Mr. Jasmohan Singh	Managing Director
	Mr. Ramesh Chandra Jain	Independent
	Mr. Divakar Jagga	Independent
Committee on Corporate Social Responsibility	Mr. Ramesh Chandra Jain	Chairman - Independent
	Mr. Jasmohan Singh	Managing Director
	Ms. Gurleen Kaur	Non-Executive

<sup>§</sup>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.



III Meeting of Board of Directors			
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)	
May 20, 2016	August 12, 2016	59 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*
*Nomination and Remuneration Committee Meeting August 12, 2016	Yes	Not Applicable	610 days ^Nomination and Remuneration Committee ^December 11, 2014
*Stakeholders' Relationship Committee Meeting August 12, 2016	Yes	*Stakeholders' Relationship Committee Meeting May 20, 2016	84 days
Audit Committee Meeting August 12, 2016	Yes	Audit Committee Meeting May 20, 2016	84 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	Compliance status (Yes/NO/NA) refer note below
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**

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| 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**

*S. G. Gakhar*

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



**September 30, 2016**