

QUARTERLY REPORT ON CORPORATE GOVERNANCEName of the listed entity: **PUNJAB CHEMICALS AND CROP PROTECTION LIMITED**Quarter ending: **31<sup>ST</sup> MARCH, 2016**

<b>I. Composition of Board of Directors</b>									
<b>Title (Mr./Ms.)</b>	<b>Name of the Director</b>	<b>PAN</b>	<b>DIN</b>	<b>Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)</b>	<b>Date of appointment in the current term/ cessation</b>	<b>Tenure</b>	<b>No. of Directorship in listed entities including this listed entities</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Mukesh Dahyabhai Patel	ACQPP7668D	00009605	Chairperson/ Independent/ Non-Executive	23.09.2014	5 years	3	2	4
Mr.	Shalil Shashikumar Shroff	AABPS6589H	00015621	Executive	15.01.1998			1	-
Mr.	Capt. Surjit Singh Chopra (Retd.)	AADPC3510E	00146490	Non-Executive	18.08.2004			1	-
Mr.	Vijay Dilbagh Rai	AEVPR2852L	00075837	Independent/ Non-Executive	23.09.2014	5 years	2	3	1
Mr.	Sheo Prasad Singh	AFLPS9474A	06493455	Independent/ Non-Executive	11.09.2015	5 years	1	1	-
Ms.	Sindhu Seth	AABPS0844B	00109298	Non-Executive	29.05.2014			1	-
Mr.	Shivshankar Shripal Tiwari	AAGPT6083N	00019058	Non-Executive	28.05.2015			-	-
Mr.	Avtar Singh	ACJPS5761R	00063569	Executive	14.11.1996			2	



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	
Audit Committee	Vijay Dilbagh Rai	Chairperson/ Independent/ Non-Executive	
	Mukesh Dahyabhai Patel	Member/ Independent/ Non-Executive	
	Capt. Surjit Singh Chopra (Retd.)	Member/ Non-Executive	
	Sheo Prasad Singh	Member/ Independent/ Non-Executive	
	Sindhu Seth	Member/ Non-Executive	
Nomination and Remuneration Committee	Vijay Dilbagh Rai	Chairperson/ Independent/ Non-Executive	
	Mukesh Dahyabhai Patel	Member/ Independent/ Non-Executive	
	Sheo Prasad Singh	Member/ Independent/ Non-Executive	
	Sindhu Seth	Member/ Non-Executive	
Risk Assessment Committee	Shalil Shashikumar Shroff	Chairperson/ Executive	
	Avtar Singh	Member/ Executive	
	Shivshankar Shripal Tiwari	Member/ Non-Executive	
	Mukesh Dahyabhai Patel	Member/ Independent/ Non-Executive	
Stakeholders Relationship Committee	Mukesh Dahyabhai Patel	Chairperson/ Independent/ Non-Executive	
	Shalil Shashikumar Shroff	Member/ Executive	
	Vijay Dilbagh Rai	Member/ Independent/ Non-Executive	
	Avtar Singh	Member/ Executive	
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 day)	
04.11.2015	10.02.2016	97	
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			
10.02.2016	Yes	04.11.2015	97





22.03.2016	Yes		
Nomination and Remuneration Committee			
No meeting in the current quarter			
Risk Assessment Committee			
10.02.2016	Yes		
Stakeholders Relationship Committee			
10.02.2016	Yes	04.11.2015	97
V. Related Party Transactions			
Subject		Compliance status (Yes/ No/NA)	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
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 and Remuneration Committee		
	c) Stakeholders Relationship Committee		
	d) Risk Assessment Committee		
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.	The report submitted in the previous quarter has been placed before Board of Directors.		Yes

For PUNJAB CHEMICALS AND  
CROP PROTECTION LIMITED

  
(PUNIT K. ABROL)  
Sr. V.P.(Finance) & Secretary

**Annexure 2**

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

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 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 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	NA	
New name and the old name of the listed entity	NA	
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
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)	Yes
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)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
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



<b>Note</b> 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.	
<b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	Yes

