

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

CIL's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintain excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements. In its endeavor to achieve higher standards of governance by adopting the best emerging practices, it is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company and discharge its social responsibility.

Your Company is in compliance with the requirements of Corporate Governance stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')(Clause 49 of the erstwhile Listing Agreement executed with the Stock Exchange).

### BOARD OF DIRECTORS

- **Composition of Board:**

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholder value.

The composition of the Board of Directors of the Company is in complete conformity with the requirements of Listing Regulations. The details of the Board of Directors, their attendance records and other relevant details during the financial year ended March 31, 2018 are as under:

Name of the Director	Nature of Directorship	Number of Directorship held		No. of Board meeting attended	Attendance at last AGM held on 23 <sup>rd</sup> September, 2017	Shares held
		Public	Private			
Mr. Anil Choksi DIN:00049369	MD	Nil	1	3	YES	189927
Mr. Naimish Choksi DIN:00049397	WTD	Nil	2	2	YES	149599
Mr. Samir Choksi DIN:00049416	WTD	Nil	7	3	YES	86565
Mr. Gaurav Choksi DIN:00049445	WTD & CFO	Nil	3	4	YES	194960
Mr. Himanshu Kishnadwala DIN:00006822	ID	Nil	Nil	4	YES	Nil
Mr. Tushar Parikh DIN:00049287	ID	2	1	4	YES	5100
Mr. Vikram Maniar DIN:00043519	ID	Nil	Nil	4	YES	1900
Mrs. Samanthkamaniprakash Sagarkette DIN:06898477	ID	Nil	Nil	3	NO	Nil

NEC – Non Executive Chairman

MD – Managing Director

WTD – Whole Time Director

ID – Independent Director

Mr. Tushar Parikh Hold position of Chairman of Audit Committee in 2 (two) other Company.

• **Independent Directors:**

The Independent Directors fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and meet with requirement of Regulation 16(b) of the Listing Regulation entered into with the stock Exchanges. As per the provision Companies Act, 2013 and Listing Regulation, terms and conditions of appointment of independent directors has been disclosed on the website of the Company.

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 13<sup>th</sup> February, 2018 to review the performance of Non-Independent Directors and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

All Independent Directors of the Company attended the Meeting of Independent Directors

• **Board Meetings:**

The Board of Directors of the Company met four times on 5<sup>th</sup> May, 2017, 22<sup>nd</sup> August, 2017, 11<sup>th</sup> November, 2017, and 13<sup>th</sup> February, 2018. The maximum gap between two Board meetings was less than 120 days.

Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions.

• **Board procedure**

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

• **Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a separate exercise was carried out to evaluate the performance of Independent Directors and Board as whole.

Performance evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated and evaluation of the Board as whole was done by Independent Directors.

Some of the key criteria for performance evaluation are as follows:–

**Performance evaluation of Independent Directors:**

- > Maintains confidentiality.
- > Devote sufficient time and attention towards the Company.
- > Strive to attend all the Board and Committee Meetings.
- > Participation in Board and Committee Meetings actively and consistently.
- > Exercise his/her responsibilities in a bona fide manner in the interest of the Company and stakeholders.

**Performance evaluation of Board as whole:**

- > Act objectively and constructively while exercising the duties.
- > Maintain transparency.
- > The Board monitors compliances with all laws, orders, regulations, and corporate governance rules.
- > The Board is able to take into consideration all the stakeholders concerns i.e. shareholders, employees, suppliers, & consumers.

The Board was satisfied with the evaluation results, which reflected the overall engagement of the Boards with the Company.

- **Familiarisation Programme for Independent Directors:**

Whenever any Director joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarised with the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, interact with the management, team members etc.

- **Code of Conduct:**

The Board has laid down a code of conduct for all Board members, and senior management of the Company. Additionally all Independent Directors of the Company shall be bound by duties of as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All Board members and senior management personnel (as per Regulation 26 (3) of the Listing Regulations) have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing director & CEO forms part of this Report.

- **Prevention of Insider Trading:**

During the year, the Company had adopted a revised Code of Conduct for Prevention of Insider Trading, under the amended SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down guidelines for procedures to be followed and disclosures to be made by insiders while trading in the shares of the Company.

Further, it prohibits the purchase or sale of company's shares by the Directors, officer and designated employees while in possession of unpublished price sensitive information in relation to the Company during the period when the Trading Window is closed. The Company Secretary is the Compliance officer for monitoring the said regulation.

## **COMMITTEES OF THE BOARD**

The Board of your Company has constituted three committees in all with specific terms of reference in accordance with the Listing Regulations signed with the Bombay Stock Exchange. The Committees of the Board are:

1. Audit Committee.
2. Nomination and Remuneration Committee.
3. Stakeholders Relationship Committee.

### **AUDIT COMMITTEE**

The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and the provisions of Section 177 of the Companies Act, 2013.

- **Role of Audit Committee:**

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, are as follows:

- a) Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Review with the management the quarterly and annual financial statements and the auditor's report thereon, before submission to the Board for approval.
- c) Discuss with the statutory auditors, before the audit commences, about the nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- d) Recommend to the Board the appointment, re-appointment and, if required, the replacement or removal of statutory auditors, remuneration and terms of appointment of auditors, fixation of audit fees and to approve payment for any other services rendered by the statutory auditors.
- e) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- f) Review with the management, performance of the statutory and internal auditors.
- g) Review the adequacy of the internal audit function and the adequacy and efficacy of the internal control systems.
- h) Evaluate internal financial controls and risk management systems.
- i) Scrutinize inter-corporate loans and investments, if any.

- j) Discuss any significant findings with internal auditors and follow-up thereon.
- k) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- l) Approve transactions, including any subsequent modifications, of the Company with related parties.
- m) Valuation of undertakings or assets of the Company, wherever it is necessary.
- n) Review and monitor the statement of use and application of funds raised through public offers and related matters.
- o) Review the functioning of the Whistle Blower mechanism.
- p) Oversee compliance with legal and regulatory requirements.
- q) Oversee financial reporting controls and process for subsidiary companies.
- r) Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate.
- s) And, generally, all items listed in Part C of Schedule II to the Listing Regulations and in Section 177 of the Companies Act, 2013.

**Composition:**

All members of the Committee are financially literate, with Mr. Himanshu Kishnadwala, Chairman of the Committee & Mr. Tushar Parikh – Member of the committee, having the relevant accounting and financial management expertise.

The meetings of the Audit Committee are usually attended by the Managing Director, the Chief Financial Officer, the Head of Internal Audit, the Company Secretary and Statutory Auditors. The Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the secretary to the Committee.

The meetings of the Audit Committee were held on 5<sup>th</sup> May, 2017, 22<sup>nd</sup> August, 2017, 11<sup>th</sup> November, 2017, and 13<sup>th</sup> February, 2018. The gap between two Audit Committee meetings was not more than 4 months, in compliance with the requirements of the Listing Regulations. The Independent members of the Audit Committee are paid sitting fees of Rs.5,000/- for every meeting of the Committee attended by them. The composition of Audit Committee and the no. of meetings attended by each member are as follows:

Sr. No.	Name of the Director	Nature of Directorship and Membership	No. of meetings attended
1	Mr. Himanshu Kishnadwala	Independent Non-Executive Director and Chairman	4
2	Mr. Tushar Parikh	Independent Non-Executive Director	4
3	Mr. Vikram Maniar	Independent Non-Executive Director	3*
4	Mr. Anil Choksi	Managing Director	3

\*Mr. Vikram Maniar has resigned from Audit Committee w.e.f. 11.11.2017.

Mr. Rishi Dave, Company Secretary, acts as the Secretary of the Committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee has been established to oversee the nomination and remuneration of the Directors, Key Managerial Persons and Directors’ relatives who occupy an office or a place of profit in the Company, including retirement benefits and commissions.

• **Terms of Reference:**

- To identify persons who are qualified to become Directors, KMP and Senior Management personnel;
- To recommend to the Board for appointment and removal of Director, KMP and Senior Management personnel;
- To formulate criteria for determining qualification, positive attributes and independence of a Director;
- To formulate criteria for evaluation of Independent Director and the Board;
- To recommend to the Board a policy for remuneration of Directors, KMP and Senior Management Personnel;
- To formulate the policy of remuneration and ensures that -

- ✓ The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ✓ Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and;
- ✓ Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
  - To devise a policy on Board diversity;
- ➤ To carry out any other responsibilities and duties delegated to it by the Board from time to time.

#### Composition

The Remuneration Committee comprises of three members, all members are Independent Directors. The composition of the committee is as follows:

Sr. No.	Name of the Director	Nature of Directorship
1	Mr. Tushar Parikh	Independent Non-executive Chairman
2	Mr. Himanshu Kishnadwala	Independent Non-Executive Director
3	Mr. Vikram Maniar	Independent Non-Executive Director

During the year under review, three meeting of the Nomination & Remuneration Committee was held on 5<sup>th</sup> May, 2017, 13<sup>th</sup> February, 2018. All the Members of the Committee were present in the said meeting. The Independent members of the Committee are paid sitting fees of Rs.3,000/- for every meeting of the Committee attended by them.

#### Details of remuneration paid to Managing Director and Whole-Time Directors during the year is as follows:

Sr.No.	Name of the Director	Salary (₹)	Contribution to Provident Fund (₹)	Perquisites (₹)	Total(₹)
1.	Mr. Anil Choksi	2,50,000	30,000	24,000	3,04,000
2.	Mr. Naimish Choksi	2,50,000	30,000	24,000	3,04,000
3.	Mr. Samir Choksi	2,50,000	30,000	24,000	3,04,000
4.	Mr. Gaurav Choksi	2,50,000	30,000	24,000	3,04,000

Note: All Executive Director has waive off their remuneration w.e.f. 1st September, 2017.

#### Details of remuneration paid to Independent Non-Executive Directors during the year is as follows:

Sr. No.	Name of the Director	Sitting Fees for Committee meeting (₹)	Sitting Fees for Board Meeting (₹)
1	Mr. Himanshu Kishnadwala	33500	30000
2	Mr. Tushar Parikh	33500	30000
3	Mr. Vikram Maniar	28500	30000
4	Mrs. Shamanthakamaniprakash Sagarkatte	7500	22500

Note: Committee meeting fees consist of ₹ 7,500 for fees of sitting fees paid for Meeting of Independent Director as per Schedule IV of Companies Act, 2013 and Listing Regulations.

#### STAKEHOLDER RELATIONSHIP COMMITTEE

The committee comprises of four directors which also consists of the Managing Director. The task of the Committee is to oversee complaints received from shareholders and deposit holders with regard to transfer and transmission of shares, non-receipt of interest or dividend, non-receipt of annual report, issue of duplicate certificates and other miscellaneous complaints. The composition of the committee is as follows:

Sr. No.	Name of the Director	Nature of Directorship
1	Mr. Vikram Maniar	Independent Non-Executive Chairman
2	Mr. Himanshu Kishnadwala	Independent Non-Executive Director
3	Mr. Anil Choksi	Executive and Managing Director
4	Mr. Tushar Parikh	Independent Non-Executive Director

During the year under review, one meetings of Stakeholder Relationship Committee was held on 5th May, 2017. All Members were present in the meeting.

#### COMPLIANCE OFFICER

Mr. Rishi Dave is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

Address: 4th Floor, Classique Centre, C-Wing, Plot No. 26, Mahalndl. Estate, Off. Mahakali Caves Road, Andheri- East, Mumbai- 400093, India.

E-mail: [compliance.officer@choksiworld.com](mailto:compliance.officer@choksiworld.com)

Complaints and queries can also be forwarded to the Registrar & Share Transfer Agents, M/s. Adroit Corporate Services Private Limited.

#### The details of Complaints received, redressed/ pending during the financial year 2017-18 is given below:

Pending at the beginning of the year	Received during the year	Redressed / Replied beginning of the year	Pending at the year during the year
NIL	NIL	NIL	NIL

#### CORPORATE SOCIAL RESPONSIBILITY

The Provisions of Section 135 of Companies Act, 2013 is not applicable to your Company.

#### GENERAL BODY MEETINGS

Details of location and time of last three Annual General Meetings are as follows:

Sr. No.	Year	Venue	Date	Time
1.	2016-2017	Hotel Royal Hill, Vasai	23 <sup>rd</sup> September, 2017	11.00 a.m.
2.	2015-2016	Dara's Dabha, Mira road	24 <sup>th</sup> September, 2016	11.00 a.m.
3.	2014-2015	Dara's Dabha, Mira road	5 <sup>th</sup> September, 2015	11.00 a.m.

All the resolutions set out in the respective notices were passed by the shareholders at the meeting.

Details of special resolutions passed during the last two Annual General Meetings are as follows:

Sr. No.	Financial Year	Resolution	Date
1	2016-17	Re-appointment of Mr. Anil Choksi as Managing Director of the Company.	23 <sup>rd</sup> September, 2017
2	2015-16	Re-appointment of Mr. Anil Choksi as Managing Director of the Company.	24 <sup>th</sup> September, 2016
3	2015-16	Re-appointment of Mr. Gaurav Choksi as Whole time Director of the Company.	24 <sup>th</sup> September, 2016
4.	2014-15	Re-appointment of Mr. Anil Choksi as Managing Director of the Company.	5 <sup>th</sup> September, 2015
5.	2014-15	Re-appointment of Mr. Samir Choksi as Whole time Director of the Company.	5 <sup>th</sup> September, 2015

#### Detail of Special resolution passed by Postal Ballot during the last year.

The Company has passed two resolutions through Postal Ballot for alteration of Articles of Associations and Shifting of Registered Office in 2017-2018.

**DISCLOSURES**

- The Directors and senior management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large. Any transactions entered into with related parties on an arm's length basis are placed before the audit committee during their meeting. Details of related party transactions are given in the notes to accounts.
- The Company have a formal Whistle Blower/Vigil Mechanism Policy in place, all employees have access to the Audit Committee and are free to approach the Audit Committee or the senior management with regards to any actual or suspected violations of the Code of Conduct of the Company or the standards of the business or concerns regarding any unethical behavior by any employee.
- ■ The Company has fully complied with all the requirements of the Stock Exchange/SEBI/ and other statutory authorities on all matters related to capital markets during the last three years. There have not been any instances of either non-compliance by the Company nor any penalty or strictures imposed by the SEBI or the Stock exchanges or any other statutory authority on any matter related to capital markets during the last three years.
- ■ The Managing Director & CEO and the Chief Financial Officer have certified to the Board in accordance with Part B of Schedule II to the Listing Regulations pertaining to CEO/ CFO certification for the Financial Year ended 31st March, 2018.

**MEANS OF COMMUNICATION**

The quarterly results, after being approved at the meeting of the Board, are sent to the Stock Exchange where the shares of the Company are listed along with the outcome of the Board Meeting.

The quarterly results are normally published in the English daily 'The Free Press Journal/ Business Standard / Financial Express' and the Regional daily 'Navshakti / Mumbai Lakshadweep', in accordance with Listing Regulations.

The Company also has and maintains a functional website, [www.choksiworld.com](http://www.choksiworld.com), in accordance with Regulation 46 of the Listing Regulations. The website contains basic information about the Company and the quarterly results along with shareholding pattern for every quarter are also displayed in the Investors' section on the website. The website also displays the Code of Conduct of the Company.

**GENERAL SHAREHOLDERS INFORMATION**
**i) Annual General Meeting**

Annual General Meeting is to be held on 25th September, 2018 at 11.00 a.m. at Royal Hills Hotel Chinchoti Naka Village - Kolhi Post Kaman, Mum-Ahm Highway Taluka-Vasai Dist- Thane 401208

**ii) Financial Calendar (Tentative)**

Financial Year ending	31st March, 2018
Results for the quarter ended on 30th June, 2018	Second week of August, 2018
Annual General Meeting for the year ending March, 2018	First/Second week September, 2018
Results for the quarter ended on 30th September, 2018	Second week of November, 2018
Results for the quarter ended on 31st December, 2018	Second week of February, 2019
Results for the quarter ended and financial year ended on 31st March, 2019	Third / Fourth week of May, 2019

**iii) Book Closure**

From 19th September, 2018 to 25th September, 2018.

**iv) Dividend payment.**

The dividend shall be paid on or before 24th October, 2018, if approved.

**v) Listing of shares, Scrip Code and Demat ISIN Numbers.**

The equity shares of the Company are listed on the Bombay Stock Exchange, situated at Mumbai. The scrip code of the Company is **530427** and Demat ISIN No. in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is **INE 865B01016**.

**vi) Registrar & Share Transfer Agent**

The Company has appointed M/s. Adroit Corporate Services Private Limited, a Category I Registrar & Share Transfer Agent, registered with SEBI, for matters related to shares and Public Deposits. The members can contact them at the following address:

**M/s. Adroit Corporate Services Private Limited**

**Unit: Choksi Imaging Limited**

19/20, Jaferbhoy Industrial Estate, Makwana Road,

Marol Naka, Andheri- East, Mumbai- 400 059.

Tel.: 022-42270400. Fax: 022-28503748

**vii) Share Transfer System**

The shares of the Company are traded on the Bombay Stock Exchange compulsorily in demat mode. Any shares sent for physical transfer or Dematerialisation request are registered within 15 days from date of receipt of complete and validly executed documents.

**viii) Dematerialisation of Shares as on 31st March, 2018.**

Sr. No.	Particulars	No. of Shares	Percentage
1.	National Securities Depository Limited (NSDL)	2203953	56.51
2.	Central Depository Services (India) Limited (CDSL)	1398547	30.12
3.	Physical	297500	7.63
TOTAL		3900000	100

**ix) Factory Address**

The factory of the Company is situated at Silvassa in the Union Territory of Dadra and Nagar Haveli. The detailed factory address is as follows:

Plot No. 10, Survey No. 121 / P,

Off. 66 KVA Road,

Silvassa- 396 230.

Dadra and Nagar Haveli (Union Territory)

**x) Address for Correspondence**

The shareholder queries can be sent to the Registrar & Share Transfer Agent at the following addresses:

M/s. Adroit Corporate Services Private Limited

**Unit: Choksi Imaging Limited**

19/20, Jaferbhoy Industrial Estate, Makwana Road,

Marol Naka, Andheri- East, Mumbai- 400 059.

Tel.: 022-42270400. Fax: 022-28503748.



**xi) Distribution of Shareholding as on 31<sup>st</sup> March, 2018**

No. of Shares	No. of shareholders	% of shareholders	Shareholding	Amount (Rs.)	% of total shareholding
1-500	1824	75.66	295926	2959260	7.58
501-1000	253	10.49	213910	2139100	5.48
1001-2000	127	5.27	196323	1963230	5.03
2001-3000	83	3.44	209486	2094860	5.37
3001-4000	15	0.62	55016	550160	1.41
4001-5000	27	1.12	131156	1311560	3.36
5001-10000	34	1.41	242398	242398	6.62
10001 & above	48	1.99	4433785	44337850	65.53
<b>Total</b>	<b>2411</b>	<b>100</b>	<b>3900000</b>	<b>390000000</b>	<b>100</b>

**xii) Pattern of Shareholding as on 31<sup>st</sup> March, 2018**

Particulars	No. of Shares	% of shareholding
Promoter and Promoter Group (*)	1617364	41.47
Directors and their relatives (#)	2900	0.07
Non- Resident Individuals	74927	1.92
Foreign Institutional Investors	NIL	-
Corporate Bodies	366004	9.38
Public	1838805	47.15

\* Out of the total shareholding of Promoter and Promoter Group, 206610 shares are held by Foreign Individuals and 1410754 shares are held by Directors and their relatives who form a part of Promoter and Promoter Group.

# Directors and their relatives consist of Directors and their relatives not forming a part of Promoter and Promoter Group.

**xiii) Market Price Data**

The details of monthly High and Low of share price along with the number of traded shares for each month during the year under review are as follows:

Particulars	Choksi Imaging Limited			Sensex	
	High (Rs.)	Low (Rs.)	No. of Shares	High (Rs.)	Low (Rs.)
April 2017	36	28.50	169003	30184.22	29241.48
May 2017	32.75	26.55	78003	31255.28	29804.12
June 2017	32	26.50	60295	31522.87	30680.66
July 2017	32	27.15	67957	32672.66	31017.11
August 2017	31	23.55	37481	32686.48	31128.02
September 2017	30.50	23.20	182877	32524.11	31081.83
October 2017	33	25.40	63252	33401.70	31440.48
November 2017	35.85	25.70	415506	33865.95	32683.59
December 2017	35.25	30.20	93243	34137.97	32565.16
January 2018	42	29.70	320968	36443.98	33703.37
February 2018	41.40	30	336170	36256.83	33482.81
March 2018	36.50	31.25	66786	34278.63	32483.84

**xiv) Details of unclaimed dividend**

This year, the Company is liable to transfer unclaimed dividend for the financial year ending 2010-11 to the Investor Education and Protection Fund (IEPF) established by Central Government. Accordingly, the company has transferred the unclaimed dividend for the financial year 2009-10 to IEPF on 27<sup>th</sup> October, 2017.

The members who have not claimed the dividend amount of the respective years are requested to lodge their claim as early as possible with the company.

Financial Year ended	Date of declaration of Dividend	Due date of Transfer
31.03.2011	24.09.2011	25.10.2018
31.03.2012	08.08.2012	08.09.2019
31.03.2013	10.08.2013	09.09.2020
31.03.2015	05.09.2015	04.10.2022
31.03.2016	24.09.2016	27.11.2023
31.03.2017	23.09.2017	22.10.2024

**xv) Share Capital Audit**

A Share Capital Audit for reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital of the Company is carried out at the end of every quarter by a Company Secretary in Practice. The audit confirms that the total issued and paid-up capital is in agreement with the total number of shares in physical form and total number of dematerialised shares held with NSDL and CDSL.

A certificate under Clause 40(9) of the Listing Regulations is also issued at a half-yearly basis by a Company Secretary in Practice.

**xvi) Secretarial Audit**

Nikita Pedhdiya & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the year 2017-18. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act, 2013 and the Rules made there under, Listing Regulations with the Stock Exchanges, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

**xvii) Compliance on Clause 27 of the Listing Regulations**

The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to the dissemination of information on the website of the Company.

The statutory Auditors have certified that the Company has complied with conditions of Corporate Governance as stipulated in Regulation 27 of Listing Regulations and the certificate is annexed to this report.

**xviii) Outstanding number of GDR's/ADRs/Warrants, etc.:**

The Company has not issued any GDRs/ADRs and no outstanding warrants are pending for subscription.

**xix) Compliance Certificate:**

The Certificate on Compliance with Corporate Governance by the Company from Statutory Auditor as required under Listing Regulation is annexed.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: 21<sup>st</sup> July, 2018

Sd/-  
**Anil Choksi**  
Managing Director

Sd/-  
**Gaurav Choksi**  
Whole Time Director