



TRINETRA CEMENT LIMITED

(Formerly Indo Zinc Limited)

Corporate Office: "Coromandel Towers", 93, Santhome High Road, R.A.Puram, Chennai 600028.
email: trinetracementltd@gmail.com Phone: (044) 28521526, 2857 2100, 2857 2400 Web: www.trinetracement.com

TCL/

13.04.2017

BSE Limited
Corporate Relationship Dept.
First Floor, New Trading Ring
Rotunda Building, Phiroze
Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI 400 001.

Dear Sirs,

Sub.: Compliance Report on Corporate Governance

In compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Compliance Reports in the prescribed formats:

- ❖ Annexure-I - for the quarter ended 31st March 2017; and
- ❖ Annexure-II - for the year ended 31st March 2017.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for TRINETRA CEMENT LIMITED

COMPANY SECRETARY

Encl.: As above

Registered Office: "Dhun Building", 827, Anna Salai, Chennai 600 002.
Works: Post Wajwana, Banswara 327 025, Rajasthan, Ph:02962-301516, 250630 Fax : 02962-301699
(A subsidiary of The India Cements Limited)

Compliance report on Corporate Governance

1.	Name of Listed Entity	:	Trinetra Cement Limited
2.	Quarter ending	:	31.03.2017

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 Director-ship in listed entities including this listed entity (Refer Reg. 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg. 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Regulations)
Mr.	N.Srinivasan	ABCPS0140C & 00116726	Chairman-Non-Executive	09/10/2009		3	3	2
Ms	Rupa Gurunath	ABWPR0130P & 01711965	Non-Executive	11/02/2015		2	4	Nil
Mr.	Arun Datta	AFRPD1597D & 00180069	Independent Non-Executive	25/03/2010	2 Years	2	4	1
Mr.	N.R.Krishnan	AIJPK6783B & 00047799	Independent Non-Executive	25/03/2010	2 Years	5	7	3
Mr.	V.Manickam	AAIPM5611P & 00179715	Independent Non-Executive	12/11/2014	2 Years	4	4	Nil
Mr.	L.Sabaretnam	AAAPS7620L & 00276882	Independent Non-Executive	28/05/2010	2 Years	1	6	Nil
Mr.	T.S.Raghupathy	AADPR7018J & 00207220	Non-Executive	09/10/2009		1	4	Nil
Mr.	V.M.Mohan	AGKPM9484G & 00921760	Non-Executive	09/10/2009		2	2	Nil

[§] 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

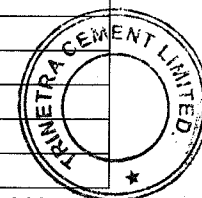
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. :-

Mr.Arun Datta, Mr.N.R.Krishnan, Mr.V.Manickam and Mr.L.Sabaretnam were appointed as Independent Directors of the Company for a period of 2 consecutive years w.e.f. 30.12.2014 to 29.12.2016 or the date of 29th Annual General Meeting (AGM) whichever is earlier. As the 29th AGM was held on 28.09.2016, their 1st term of appointment expired on 28.09.2016.They were re-appointed as Independent directors for another term of 2 years w.e.f 28.09.2016.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ NonExecutive/independent/Nominee) [§]
1. Audit Committee	Sri N.R.Krishnan	Chairman, Independent
	Sri L.Sabaretnam	Independent
	Sri T.S.Raghupathy	Non-Executive
2. Nomination & Remuneration Committee	Sri N.R.Krishnan	Chairman, Independent
	Sri V.Manickam	Independent
	Sri N.Srinivasan	Non-Executive
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Sri N.Srinivasan	Chairman, Non-Executive
	Ms. Rupa Gurunath	Non-Executive
	Sri T.S.Raghupathy	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



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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)
10.12.2016	27.01.2017	47 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:			
27.01.2017	Yes	10.12.2016	47 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

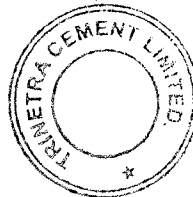
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee – N.A
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.
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.
5. The report submitted for the quarter ended 31.12.2016 was placed before the Board of Directors at its meeting held on 27.01.2017.This report will be placed at the ensuing Board Meeting.




COMPANY SECRETARY

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

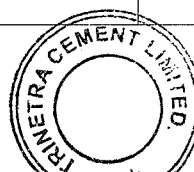
Name of Listed Entity	:	Trinetra Cement Limited
Year ended	:	31.03.2017

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i> <small>refer note below</small>
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	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarisation 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) <small>refer note below</small>
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 Report	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



II Annual Affirmations -(Contd)		
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)	NA
Vigil Mechanism	22	Yes
Policy for related party transactions	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)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarisation 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

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:

Our Company does not have a Subsidiary.

Name & Designation :


B.SRINIVASA RAO
COMPANY SECRETARY

