

Compliance report on Corporate Governance		
1.	Name of Listed Entity	: <b>Trinetra Cement Limited</b>
2.	Quarter ending	: <b>30.09.2016</b>

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) <sup>s</sup>	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	2	Nil
Mr.	T.S.Raghupathy	AADPR7018J & 00207220	Non-Executive	09/10/2009		1	5	Nil
Mr.	V.M.Mohan	AGKPM9484G & 00921760	Non-Executive	09/10/2009		2	2	Nil

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

<sup>s</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

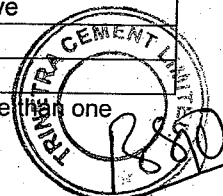
\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. :-

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) <sup>s</sup>
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 <sup>1</sup>	Sri N.Srinivasan	Chairman, Non-Executive
	Ms. Rupa Gurunath	Non-Executive
	Sri T.S.Raghupathy	Non-Executive

<sup>s</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



### 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)
26.05.2016	18.08.2016	83 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:			
18.08.2016	Yes	26.05.2016	83 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

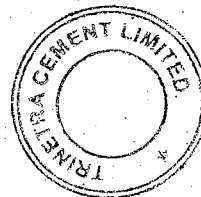
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### 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 30.06.2016 was placed before the Board of Directors at its meeting held on 18.08.2016. This report will be placed at the ensuing Board Meeting.



*R&D*  
**B.SRINIVASA RAO**  
**COMPANY SECRETARY**

**Annexure III**

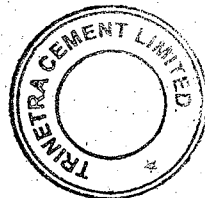
**Compliance report on Corporate Governance for the half year ended 30.09.2016**

**Name of the Company : Trinetra Cement Limited**

**I Affirmations:**

<i>Broad heading</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	No
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	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. : The Chairman of Audit Committee and Nomination and Remuneration Committee could not attend the Annual General Meeting due to unavoidable circumstances. However, members of the Audit Committee and Nomination and Remuneration Committee were present at the Annual General Meeting. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

Signature:



Name : B.Srinivasa Rao  
Designation : Company Secretary