## **Quarterly Report on Corporate Governance**

Name of Listed Entity : CAPRIHANS INDIA LIMITED

Quarter Ending : 31st December, 2015

| I. Con            | nposition of Board of I | Directors '              |  |  |                                 |  |   |   |
|-------------------|-------------------------|--------------------------|--|--|---------------------------------|--|---|---|
| Title<br>( Mr/Ms) | Name of the Director    | PAN & DIN                | Category<br>(Chairperson/<br>Executive/<br>Non-Executive/<br>Independendt/<br>Nominee) | Date of<br>Appointment in<br>the current term /<br>Cessation | Tenure                          | No of Directorship in<br>Listed entities including<br>this listed entity<br>(Refer Regulation 25(1)<br>of the Listing Regulations) | No of Memberships in Audit<br>/stakeholder Committee(s)<br>including this listed entity<br>(Refer Regulation 26(1)<br>of the Listing Regulations) | No of post of Chairperson in<br>Audit / stakeholder<br>Committee(s) including this<br>listed entity<br>(Refer Regulation 26(1)<br>of Listing Regulations) |
| Mr.               | Mofatraj P. Munot       | AFHPM3594B /<br>00046905 | Non-Executive /<br>Chairman  | 28/05/1986   | -                               | 2  | 1   |   |
| Mr.               | Mohan H. Bhandari       | AEQPB1073A /<br>00052777 | Non-Executive  | 08/08/2014   | -                               | 2  | 2   | -   |
| Mr.               | Robin Banerjee          | AADPB5755E /<br>00008893 | Executive /<br>Managing Director   | 28/03/2013   | -                               | 2  | -   | -   |
| Mr.               | Suresh A. Gandhi        | AACPG9382P /<br>00128495 | Non-Executive  | 01/08/1983   | -                               | 1  | 1   | 1   |
| Mr.               | K.V.Mani                | AADPM2170Q /<br>0533148  | Independent  | -  | 5 years<br>w.e.f.<br>26/09/2014 | 2  | 1   | 1   |
| Ms.               | Anjali seth             | AAIPS7378B /<br>05234352 | Independent  |  | 5 years<br>w.e.f.<br>26/09/2014 | 4  | 1   | ^ (#  |
| Mr.               | Bhoumick S. Vaidya      | AEQPV2403L /<br>06543492 | Independent  | -  | 5 years<br>w.e.f.<br>26/09/2014 | 1  | 2   | 1   |
| Mr.               | Siddharth S. Shetye     | AWNPS4965R /<br>06943119 | Independent  | -  | 5 years<br>w.e.f.<br>26/09/2014 | 1  | 1   |   |
| Mr.               | Nitin K. Joshi          | ABBPJ2590E /<br>06814444 | Independent  | -  | 5 years<br>w.e.f.<br>26/09/2014 | 1  | -   | -   |

| Name of the Committee                  | Name of the<br>Committee Members   | Category<br>(Chairperson/<br>Executive/ Non-Executive/<br>Independendt/ Nominee)                      |
|--|--|---|
| Audit Committee                        | Mr. Suresh A. Gandhi<br>Mr. Bhomick S . Vaidya<br>Mr. Siddharth s. Shtye | Chairman / Non-Executive<br>Non-Executive / Independent<br>Non-Executice / Independent                |
| . Nomination & Remuneration Committee  | Mr. Nitin K. Joshi<br>Mr. Bhoumick s. vaidya<br>Mr. K.V.Mani             | Chairman /Non-executive / Independent<br>Non-Executive / Independent<br>Non-Executive / Independent   |
| 3. Stakeholders Relationship Committee | Mr. Bhoumick S. vaidya<br>Mr. Robin Banerjee<br>Ms. Anjali seth          | Chairman /Non-executive / Independent<br>Executive / Managing Director<br>Non-Executive / Independent |

| Date (s) of Meeting<br>(if any) in the previous quarter | Date (s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive<br>Meetings<br>(in number of days) |  |  |  |  |
|---|--|--|--|--|--|--|
|   |  |  |  |  |  |  |
| 7th August, 2015  | 6th November, 2015                                   | 07/08/2015 to 26/08/2015 - 18 days   |  |  |  |  |
| 26th August, 2015                                       | 5th December, 2015                                   | 26/08/2015 to 06/11/2015 - 71 days   |  |  |  |  |
|   | 18th December, 2015                                  | 06/11/2015 to 05/12/2015 - 28 days   |  |  |  |  |
|   |  | 05/12/2015 to 18/12/2015 - 12 days   |  |  |  |  |

| IV. Meeting of Committees - Audit Committee                  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|
| 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)     |  |  |  |
| 6th November, 2015   | Yes. 2 Members present out of<br>3 Members of the Committee. | 7th August, 2015<br>26th August, 2015                        | 07/08/2015 to 26/08/2015 - 18 days<br>26/08/2015 to 06/11/2015 - 71 days |  |  |  |

| V. Related Party Transactions  |                                   |  |  |  |
|--|-----------------------------------|--|--|--|
| Subject  | Compliance status<br>( 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 | NA                                |  |  |  |

## VI. Affairmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclsoure requirements) Regulations, 2015.
- 2. The composition of the following nCommittees is in terms of SEBI (Listing obligations and disclosure requirements), Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationshi 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.
- 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observaions/ advice of Board of Directors may be mentioned here:

Name and Designation: P.N.Srinivasan, Compliance Officer Mumbai, 14th January, 2015