



QUARTERLY CORPORATE GOVERNANCE REPORT

1. NAME OF LISTED ENTITY: ANOD PLASMA SPRAY LIMITED
2. CIN: L24111UP1988PLC010315
3. QUARTER ENDING: DECEMBER 2015

I. COMPOSITION OF BOARD OF DIRECTORS

| Name of Director's | PAN'S or DIN | Category & | Date of Appointment in the current term /cessation | Tenure * | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|---------------------|--------------|-----------------------------|--|----------|--|---|--|
| Mr. R. K. Tandon | 00408723 | Executive | 09.11.2015 (Cessation) | - | - | - | - |
| Mr. P. K. Tandon | 00408735 | Executive | 09.11.2015 (Cessation) | - | - | - | - |
| Mr. Ritik Tandon | 00408728 | Executive | 06.10.2015 | - | - | - | - |
| Ms. Anjali Tandon | 00408737 | Executive | 28.09.2015 | - | - | - | - |
| Mr. R. K. Basuroy | 00453772 | Independent / Non-Executive | 10.03.2003 | 12 | - | - | - |
| Mr. Lallan Tandon | 00453894 | Independent / Non-Executive | 10.03.2003 | 12 | - | - | - |
| Mr. Rajeev Teotia | 05125483 | Executive | 27.09.1997 | - | - | - | - |
| Mr. Tilak Raj Joshi | 02978743 | Independent / Non-Executive | 01.10.2009 | 6 | - | - | - |
| Ms. Mihika Tandon | ASLPK3139K | CFO | 28.09.2015 | - | - | - | - |
| Mr. Ketan Gupta | ASWPG8620Q | Company Secretary | 01.09.2015 | - | - | - | - |

\$ 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.

Anod Plasma Spray Limited

HEAD Office: E -20, Panki Industrial Area, Site -I, Kanpur - 208 022, UP, INDIA

☎: +91 512 269 1851, 852, 552, 325 5518 | 📠: +91 512 269 1553 | ✉: info@anod.in | 🌐: www.anod.in





| II. COMPOSITION OF COMMITTEES | | | |
|--|--|--|---|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ | |
| 1. Audit Committee | 1. Mr. Lallan Tandon 2. Ms. Anjali Tandon 3. Mr. Tilak Raj Joshi 4. Mr. R. K. Basuroy | Chairperson Executive Independent / Non-Executive Independent / Non-Executive | |
| 2. Nomination & Remuneration Committee | 1. Mr. Lallan Tandon 2. Ms. Anjali Tandon 3. Mr. Tilak Raj Joshi 4. Mr. R. K. Basuroy | Chairperson Executive Independent / Non-Executive Independent / Non-Executive | |
| 3. Risk Management Committee (if applicable) | N/A | N/A | |
| 4. Stakeholders & Investor Grievances Committee* | 1. Mr. Lallan Tandon 2. Ms. Anjali Tandon 3. Mr. Tilak Raj Joshi 4. Mr. R. K. Basuroy | Chairperson Executive Independent / Non-Executive Independent / 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 | | | |
| III. MEETING OF BOARD OF DIRECTORS | | | |
| Date(s) of Meeting (if any) in the previous quarter (July 15 – Sept 15) | Date(s) of Meeting (if any) in the relevant quarter (Oct 15 – Dec 15) | Maximum gap between any two consecutive (in number of days) | |
| 15 th July 2015 | 6 th Oct 2015 | 30 days | |
| 14 th August 2015 | 12 th Oct 2015 | | |
| 27 th August 2015 | 17 th Oct 2015 | | |
| 1 st Sept 2015 | 21 st Oct 2015 | | |
| 23 rd Sept 2015 | 17 th Nov 2015 | | |
| 26 th Sept 2015 | 15 th Dec 2015 | | |
| 28 th Sept 2015 | | | |
| IV. MEETING OF COMMITTEES | | | |
| A. 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* |
| 17 th October 2015 | Yes | 14 th August 2015 | 23 Days |
| 21 st October 2015 | Yes | 28 th September 2015 | |
| B. Nomination & Remuneration Committee | | | |
| 17 th October 2015 | Yes | - | - |
| | | | |
| | | | |



Anod Plasma Spray Limited



C. Stakeholders & Investor Grievances Committee

| | | | |
|-------------------------------|-----|---------------------------------|--|
| 10 th October 2015 | Yes | 3 rd July 2015 | |
| | | 26 th August 2015 | |
| | | 26 th September 2015 | |

* 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 | Yes |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | No |

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
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/observations/advice of Board of Directors may be mentioned here:

Date: 5th January 2016
Place: Kanpur


Ketan Gupta
 Company Secretary

Anod Plasma Spray Limited