



14th April, 2016

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

Dear Sir,

Sub: Compliance Report on Corporate Governance

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format (Annexure I & Annexure II) for the quarter and year ended March 31, 2016.

Please acknowledge the receipt.

Yours faithfully,

For T. Spiritual World Limited


(Pradeep Soni)
Company Secretary
PAN: BENPS9236J



Encl.: As above.

C.C. to:

Dy. General Manager,
Corporate Relationship Department,
BSE Limited,
P. J. Tower,
Mumbai – 400 001

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : T. Spiritual World Limited
 2. Quarter ending : 31st March, 2016

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Non-minee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Baldev Singh	PAN: AMZPS9533M DIN: 00004136	Whole Time Director	01/07/2013	0	1	0	0	
Mrs.	Sharmila Ranabhat	PAN: BLAPR8992Q DIN: 06987476	Non - Independent Director	25/09/2014	5	2	3	0	
Mr.	Abhishek Kumar Jain	PAN: ADDP4501D DIN: 00054582	Non - Executive Director	07/07/2003	0	4	5	1	
Mr.	Rajendra Singh	PAN: AYIPSS526P DIN: 00780935	Non - Executive Director	07/03/2005	0	1	0	0	
Mr.	Manoj Kumar Bothra	PAN: AKCPB7393K DIN: 00780987	Non - Independent Director	25/08/2014	5	3	1	5	
Mrs.	Chanderkala Devi Lakhota	PAN: AEXPL8089B DIN: 06904489	Woman Director / Non - Independent Director	25/07/2014	5	4	6	0	

\$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.



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	
1. Audit Committee	Mr. Abhishek Kumar Jain Mr. Manoj Kumar Bothra Mrs. Chanderkala Devi Lakhodia Mrs. Sharmila Ranabhat Mr. Abhishek Kumar Jain Mr. Manoj Kumar Bothra Mrs. Sharmila Ranabhat Not Applicable	Chairperson / Non - Executive Director Non - Independent Director Non - Independent Director Non - Independent Director Chairperson / Non - Independent Director Non - Independent Director	
2. Nomination & Remuneration Committee	Mr. Abhishek Kumar Jain Mr. Manoj Kumar Bothra Mrs. Sharmila Ranabhat	Non - Executive Director Chairperson / Non - Independent Director Non - Independent Director	
3. Risk Management Committee(if applicable)	Not Applicable	Non - Executive Director	
4. Stakeholders Relationship Committee	Mr. Abhishek Kumar Jain Mr. Manoj Kumar Bothra Mrs. Sharmila Ranabhat	Chairperson / Non - Independent Director Non - Independent Director	
&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)
November 13, 2015	February 10, 2016 March 30, 2016	88 days 48 days

IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee February 09, 2016	Yes - All Members Present	88 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	NA*	
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*	

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.

*There were no contracts or arrangements made with related parties as defined under section 88 of the Companies Act, 2013 during the relevant quarter ended under review.



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 (applicable to the top 100 listed entities)
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:

For T. Spiritual World Limited



Pradeep Soni

Company Secretary / Compliance Officer / Managing Director / CEO



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)_{refer note below}
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		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		N.A.
Details of familiarization 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		N.A.
New name and the old name of the listed entity		N.A.
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)_{refer note below}
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 Reports	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
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)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	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)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.



Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization 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:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For T. Spiritual World Limited



Pradeep Soni
Company Secretary / Compliance Officer / Managing Director / CEO

