



12<sup>th</sup> April, 2018

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

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

Dear Sir,

**Sub: Compliance Report on Corporate Governance for the quarter ended March 31, 2018**

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 & II) for the quarter ended March 31, 2018.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Please acknowledge the receipt of the same and take on record.

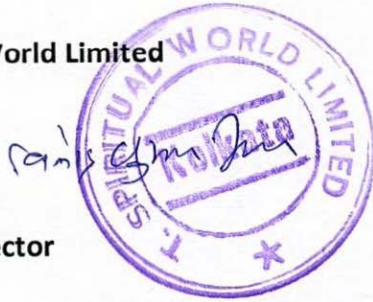
Yours faithfully,

Please make note & acknowledge the receipt.

Thanking You,

For T. Spiritual World Limited

Vinod Kumar Jha  
Whole-Time Director  
DIN: 07799924



ANNEXURE I

Format to be submitted by listed entity on quarterly basis

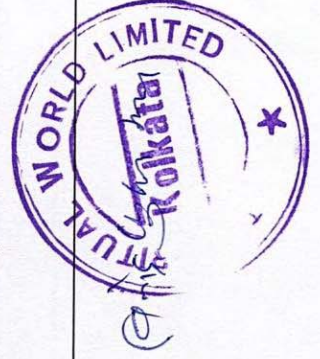
1. Name of Listed Entity : T. Spiritual World Limited  
 2. Quarter ending : 31<sup>st</sup> March, 2018

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/No minee) &	Date of Appointment in the current term /cessation	Tenure* (in months)	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.	Vinod Kumar Jha	PAN: AEEPJ3757M DIN: 07799924	Whole Time Director	08/08/2017	-	2	0	2
Mrs.	Sharmila Ranabhat	PAN: BLAPR8992Q DIN: 06987476	Non Executive-Independent Woman Director	25/09/2014	42	2	4	0
Mr.	Kishan Singh	PAN: DYFPS9437B DIN: 07526266	Non Executive - Independent Director	03/10/2017	5	5	6	2
Mr.	Mr. Ganga Sahai	PAN: CHPPS9432Q DIN: 07116838	Non Executive - Independent Director	03/10/2017	5	3	4	2

\$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. Ganga Sahai	Chairperson /Non Executive - Independent Director
	Mr. Kishan Singh	Non Executive - Independent Director
	Mrs. SharmilaRanabhat	Non Executive - Independent Director
2. Nomination & Remuneration Committee	Mr. Ganga Sahai	Chairperson /Non Executive - Independent Director
	Mr. Kishan Singh	Non Executive - Independent Director
	Mrs. SharmilaRanabhat	Non Executive - Independent Director
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Ganga Sahai	Chairperson /Non Executive - Independent Director
	Mr. Kishan Singh	Non Executive - Independent Director
	Mrs. SharmilaRanabhat	Non Executive - 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)
October 03, 2017	February 13, 2018	61 days
December 13, 2017	March 21, 2018	35 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 February 12, 2018	Yes - All Members Present	December 12, 2017	61Days
March 21, 2018	Yes - All Members Present		36Days
* 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 entered 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 188 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**

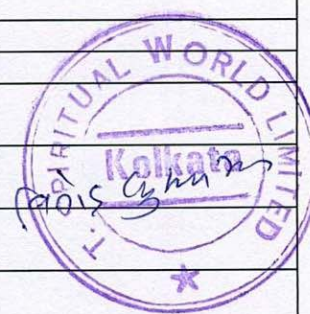
**Vinod Kumar Jha**  
**Din:07799924**

**Company Secretary / Compliance Officer / Managing Director / Whole Time Director / CEO**



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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sub>refer note below</sub></b>	
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.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sub>refer note below</sub></b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	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**

Vinod Kumar Jha  
Din: 07799924

Company Secretary / Compliance Officer / Managing Director - WTD / CEO

