



Date: - 13<sup>th</sup> May, 2020

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

**Sub: Compliance Report on Corporate Governance for the 4<sup>th</sup> quarter and year ended March 31, 2020**

Dear Sir/Madam,

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 4<sup>th</sup> quarter and year ended March 31, 2020.

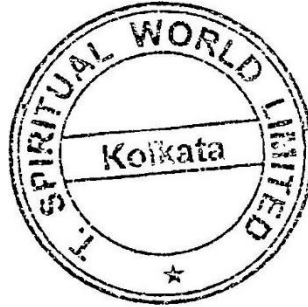
The above reports shall be placed before the Board of Directors in its forthcoming meeting.

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

Yours faithfully,

**For T. Spiritual World Limited**

**Hanumanmal H. Singhi**  
Whole-Time Director  
DIN: 06398451



Encl.: As above

## 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, 2020

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/Non-Executive / Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (in months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17 A (1) of Listing Regulations )	No of Independent Directorship in listed entities including this listed entity [In reference to proviso to regulation 17A(1)]	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.	Hanumanmal Hindumal Singhi	PAN: AMTPS4452M DIN: 06398451	Whole Time Director, Additional Director	14/11/2019			-	17/12/1964	1	0	0	0
Mrs.	Sharmila Ranabhat	PAN: BLAPR8992Q DIN: 06987476	Non Executive- Independent Woman Director	25/09/2014	25/09/2019		66	03/02/1987	3	3	4	2
Mr.	Kishan Singh	PAN: DYFPS9437B DIN: 07526266	Non Executive - Independent Director / Chairperson	03/10/2017			29	11/03/1987	3	2	4	0
Mr.	Ganga Sahai	PAN: CHPPS9432Q DIN: 07116838	Non Executive - Independent Director	03/10/2017			29	22/10/1975	2	2	2	2
Mrs.	Sushma Rana	PAN: AZFPR9319H	Chief Finance Officer	15/04/2019			NA	08/04/1978	NA	NA	NA	NA
Ms.	Nikita Roy	PAN: BYPPR1455Q	Company Secretary	26/12/2018			NA	01/08/1991	NA	NA	NA	NA
Whether Regular chairperson appointed				Yes								
Whether Chairperson is related to managing director or CEO				No								



SPAN 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	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Ganga Sahai Mr. Kishan Singh Mrs. Sharmila Ranabhat	Chairperson /Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director	03/10/2017 03/10/2017 08/11/2014	
2. Nomination & Remuneration Committee	Yes	Mr. Ganga Sahai Mr. Kishan Singh Mrs. Sharmila Ranabhat	Chairperson /Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director	03/10/2017 03/10/2017 08/11/2014	
3. Risk Management Committee(if applicable)		Not Applicable			
4. Stakeholders Relationship Committee	Yes	Mr. Ganga Sahai Mr. Kishan Singh Mrs. Sharmila Ranabhat	Chairperson /Non Executive - Independent Director Non Executive - Independent Director Non Executive - Independent Director	03/10/2017 03/10/2017 08/11/2014	
& 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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
November 13, 2019	February 10, 2020	Yes	4	3	88 Days
* to be filled in only for the current quarter meetings					

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	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 10, 2020	Yes - All Members Present	3	3	November 13, 2019	88 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings					

## 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 188 of the Companies Act, 2013 during the relevant quarter ended under review.

**VI. Affirmations**

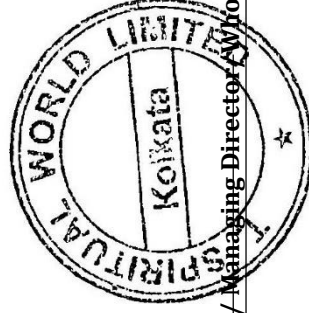
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & 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**



**Hanumanmal H. Singhi**  
**DIN: 06398451**

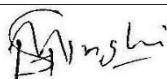
**Company Secretary / Compliance Officer / Managing Director / Whole Time Director / CEO / CFO**



**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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) refer note below</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.	
Schedule of analyst or institutional investors meet and presentation made by the listed by the listed entity to analyst or institutional investors simultaneously with submission to Stock Exchange	N.A.	
New name and the old name of the listed entity	N.A.	
Advertisement as per regulation 47(1)	Yes	
Credit rating or revision in credit rating obtained	N.A.	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend distribution policy as per Regulation 43A ( as Applicable)	N.A.	
It is certified that these contents on the websites of listed entity are correct	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</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>Quorum of Board meeting</i>	17(2A)	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>Recommendation of the Board</i>	17(11)	Yes 

Maximum numbers of Directorship	17(A)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum for Nomination and Remuneration Committee	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), (2) & 20(2A)	Yes
Meeting of Stakeholder Committee Meeting	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee Meeting	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A),(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.
Disclosure of related Party Transaction on consolidated basis	23(9)	Yes
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.
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Directorship & Tenure	25 (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration From Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Director	25(10)	N.A.
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

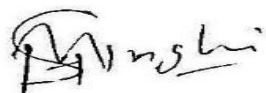
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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**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. NA

**For T. Spiritual World Limited**



**Hanumanmal H. Singhi**  
DIN: 06398451

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

