

Date: 10.4.2017

The Secretary
Bombay Stock Exchange,
Floor – 25, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai –400 001

Ref: file no. 3865

Sub: Quarterly & Yearly Compliance Report on Corporate Governance for the Quarter/year ending 31st March 2017

Dear Sir,

Please find enclosed the Compliance report on the Corporate Governance for the quarter/year ending 31st March, 2017 as per sub regulation 2 of Regulation 27 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt.

Thanking you,

For Singer India Limited



(Richin Sangwan)
Company Secretary

Encl.: As above

SINGER INDIA LIMITED

Registered & Head Office : A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi-110044

Tel. : +91-11-40617777 Fax : +91-11-40617799 Toll Free No. 1800-103-3474

E-mail : mail@singerindia.net Website : www.singerindia.net

CIN : L52109DL1977PLC025405



1. Name of Listed Entity:- Singer India Limited
2. Quarter ending:- 31st March, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent /Nominee)	Date of Appointment in the current term /cessation	Tenure (in months)	No of Directorsh ip in listed entities including this listed entity	No. 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.	Rajeev Bajaj	AAAPB3282F & 02284467	Executive	01.10.2014	N.A.	1	1	0
Mr.	Parash Nath Sharma	AAAP9777L & 00023625	Chairperson-, Independent-, Non-Executive	12.11.2014	Five years w.e.f 12.11.2014	2	2	1
Mr.	Gavin John Walker	01216863 (PAN- N.A)	Non-Executive	11.08.2016	N.A.	1	0	0
Mr.	Deepak Sabharwal	ASKP57244L & 00173116	Independent-, Non-Executive	12.11.2014	Five years w.e.f 12.11.2014	1	2	1
Mrs.	Madhu Vij	AADPV0701A & 00025006	Independent-, Non-Executive	12.11.2014	Five years w.e.f 12.11.2014	5	2	0
II. Composition of Committees								
Name of Committee		Name of Committee members		Category (Chairperson/Executive/Non- Executive/Independent/Nominee)				
1. Audit Committee		Parash Nath Sharma Deepak Sabharwal Madhu Vij		Chairman, Independent, Non-Executive Independent, Non-Executive Independent, Non-Executive				

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(Richin Sangyan)
Company Secretary

2. Nomination & Remuneration Committee	Deepak Sabharwal	Chairman, Independent, Non-Executive
	Gavin John Walker	Non-Independent, Non-Executive
	Paresh Nath Sharma	Independent, Non-Executive
3. Risk Management Committee(if applicable)	Madhu Vij	Independent, Non-Executive
	N/A	N/A
4. Stakeholders Relationship Committee	Deepak Sabharwal	Chairman, Independent, Non-Executive
	Rajeev Bajaj	Executive
	Paresh Nath Sharma	Independent, Non-Executive
5. Corporate Social Responsibility	Paresh Nath Sharma	Chairman, Independent, Non-Executive
	Rajeev Bajaj	Executive
	Deepak Sabharwal	Independent, Non-Executive
III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12-11-2016 26-12-2016	13-02-2017 21-03-2017	48
IV. Meeting of Committees		
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>
Audit Committee 13-02-2017	Yes	12-11-2016
<i>Maximum gap between any two consecutive meetings in number of days</i>		
92		

Nomination & Remuneration Committee 13-02-2017	Yes	No meeting held	186
Stakeholders Relationship Committee 18-01-2017 27-02-2017	Yes	09.11.2016 21.12.2016	27

V. Related Party Transactions		Compliance status (Yes/No/NA)	
Subject			
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	

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <ul style="list-style-type: none"> a. Audit Committee- Yes b. Nomination & remuneration committee- Yes c. Stakeholders relationship committee- Yes d. Risk management committee (applicable to the top 100 listed entities)- N.A. 	
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- Yes	
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- Yes	
5. This report and/or the report submitted in the previous quarter have been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The report submitted in the previous quarter was placed before Board of Director in their meeting held on 13 th February, 2017, however no comments/observations/advice of Board of Directors was received and the same was taken on record.	


For Singer India Limited
 (Richin Sangwan)
 Company Secretary & Compliance Officer

Name : Richin Sangwan
Designation : Company Secretary & Compliance Officer

Corporate Governance Report to be submitted by Singer India Limited for the financial year ending on 31st March 2017.

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
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	NA	
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	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<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


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(Richin Sangwan)
Company Secretary

<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & 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 & 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)	NA
<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)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect of subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	NA
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes

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Company Secretary

<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p>III Affirmation:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied- N.A.</p>		
<p>For Singer India Limited</p>  <p>(Richin Sangwan) Company Secretary</p> <p>Richin Sangwan</p> <p>Company Secretary</p> <p>Date : 10-04-2017</p>		