



WINY COMMERCIAL & FISCAL SERVICES LIMITED

18, Giri Babu Lane, Ground Floor, Kolkata - 700 012

CIN No. : L65923WB1990PLC048472 • Web Site : www.winycomm.co.in

Email : wcfsl1990@gmail.com, winycommercial1990@winycomm.co.in

Phone No. : 033 - 4007-4761

Ref: Date: 13/04/2017

Date :

To
The Secretary,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001
Phones: 91-22-22721233/4, 91-22-66545695 (Hunting)

Ref: Winy Commercial & Fiscal Services Ltd. (Scrip Code: 538873),

Sub: Submission of Quarterly Compliance Report on Corporate Governance
as per Regulation 27(2) for the 4th Quarter ended on 31st March, 2017.

Dear Sir,

As according to Regulation 27(2) of the Listing Agreement, we enclose herewith Corporate Governance Report for the 4th Quarter ended on 31st March, 2017.

Thanking you,

Yours sincerely,

For Winy Commercial & Fiscal Services Ltd.

Anju Agarwal



(Anju Agarwal)
Company Secretary &
Compliance Officer

Encl.: As above

General information about company	
Scrip code	538873
Name of the entity	WINY COMMERCIAL & FISCAL SERVICES LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	
Is there any change in information of board of directors compare to previous quarter	
No	

Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter					
Yes					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Member	
2	Audit Committee	SUNIL SHAH	Non-Executive - Independent Director	Chairperson	
3	Audit Committee	RUPALI SAHA	Non-Executive - Independent Director	Member	
4	Other Committee	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Chairperson	VIGIL MECHANISM COMMITTEE
5	Other Committee	SUNIL SHAH	Non-Executive - Independent Director	Member	VIGIL MECHANISM COMMITTEE
6	Other Committee	RUPALI SAHA	Non-Executive - Independent Director	Member	VIGIL MECHANISM COMMITTEE
7	Nomination and remuneration committee	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Member	
8	Nomination and remuneration committee	SUNIL SHAH	Non-Executive - Independent Director	Member	
9	Nomination and remuneration committee	RUPALI SAHA	Non-Executive - Independent Director	Chairperson	
10	Stakeholders Relationship Committee	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Chairperson	

Annexure 1					
II. Composition of Committees					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Stakeholders Relationship Committee	SUNIL SHAH	Non-Executive - Independent Director	Member	
12	Stakeholders Relationship Committee	RUPALI SAHA	Non-Executive - Independent Director	Member	

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	31-12-2016		
2		31-01-2017	30
3		31-03-2017	58

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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)	Name of other committee
1	Audit Committee	31-01-2017	Yes	Directors & Audit Committee member met	31-12-2016	30	
2	Nomination and remuneration committee	31-01-2017	Yes	Directors & Audit Committee member met	31-12-2016	30	
3	Stakeholders Relationship Committee	31-01-2017	Yes	Directors & Audit Committee member met	31-12-2016	30	
4	Other Committee	31-01-2017	Yes	Directors & Audit Committee member met	31-12-2016	30	VIGIL MECHANISM COMMITTEE

5	Audit Committee	31-03-2017	Yes	Directors & Audit Committee member met	31-12-2016	89	
6	Nomination and remuneration committee	31-03-2017	Yes	Directors & Audit Committee member met	31-12-2016	89	

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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)	Name of other committee
7	Stakeholders Relationship Committee	31-03-2017	Yes	Directors & Audit Committee member met	31-12-2016	89	
8	Other Committee	31-03-2017	Yes	Directors & Audit Committee member met	31-12-2016	89	VIGIL MECHANISM COMMITTEE

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.winycomm.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.winycomm.co.in
3	Composition of various committees of board of directors	Yes		www.winycomm.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.winycomm.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.winycomm.co.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.winycomm.co.in
8	Policy for determining ‘material’ subsidiaries	Yes		www.winycomm.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.winycomm.co.in

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.winycomm.co.in
11	email address for grievance redressal and other relevant details	Yes		www.winycomm.co.in
12	Financial results	Yes		www.winycomm.co.in
13	Shareholding pattern	Yes		www.winycomm.co.in
14	Details of agreements entered into with the media companies and/or their associates	NA		

15	New name and the old name of the listed entity	NA		
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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Signatory Details

Name of signatory	Anju Agarwal
Designation of person	Company Secretary
Place	Kolkata
Date	13-04-2017