



# WINY COMMERCIAL & FISCAL SERVICES LIMITED

4A, Kapalitola Lane, Kolkata - 700 012

CIN No. : L65923WB1990PLC048472 • Web Site : [www.winycomm.co.in](http://www.winycomm.co.in)

Email : [wcfsl1990@gmail.com](mailto:wcfsl1990@gmail.com), [winycommercial1990@winycomm.co.in](mailto:winycommercial1990@winycomm.co.in)

Ref: .....

Date : .....

Date: 10/04/2019

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 4<sup>th</sup> Quarter ended on 31<sup>st</sup> March, 2019.

Dear Sir,

As according to Regulation 27(2) of the Listing Agreement, we enclose herewith Corporate Governance Report for the 4<sup>th</sup> Quarter ended on 31<sup>st</sup> March, 2019.

Thanking you,

Yours sincerely,

For Winy Commercial & Fiscal Services Ltd.

  


(Anju Agarwal)  
Company Secretary &  
Compliance Officer

Encl.: As above



1	Mr	SUNIL SHAH	AKDPS4065L	01562716	Non-Executive - Independent Director	Chairperson		03-09-2007		12	1	1	1		
2	Mr	SHASHANK SRIVASTAVA	ATOPS8835J	00012960	Non-Executive - Independent Director	Not Applicable		09-06-2013		16	1	1	1		
3	Mrs	RUPALI SAHA	GATPS0043A	07235268	Non-Executive - Independent Director	Not Applicable		03-07-2015		4	1	1	1		

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01562716	SUNIL SHAH	Non-Executive - Independent Director	Chairperson	03-09-2007		
2	00012960	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Member	09-06-2013		
3	07235268	RUPALI SAHA	Non-Executive - Independent Director	Member	03-07-2015		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012960	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Chairperson	09-06-2013		
2	01562716	SUNIL SHAH	Non-Executive - Independent Director	Member	03-09-2007		
3	07235268	RUPALI SAHA	Non-Executive - Independent Director	Member	03-07-2015		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07235268	RUPALI SAHA	Non-Executive - Independent Director	Chairperson	03-07-2015		
2	00012960	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Member	09-06-2013		
3	01562716	SUNIL SHAH	Non-Executive - Independent Director	Member	03-09-2007		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Other Committee</b>							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	
1	07235268	RUPALI SAHA	Vigil Mechanism Committee	Non-Executive - Independent Director	Chairperson		
2	01562716	SUNIL SHAH	Vigil Mechanism Committee	Non-Executive - Independent Director	Member		
3	00012960	SHASHANK	Vigil Mechanism	Non-Executive - Independent	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)	Notes for not providing Date
1	31-12-2018			
2		31-03-2019	89	

**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	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	Reason for not providing date
1	Audit Committee	31-03-2019	Yes	7	31-12-2018	89		
2	Nomination and remuneration committee	31-03-2019	Yes	7	31-12-2018	89		
3	Stakeholders Relationship Committee	31-03-2019	Yes	7	31-12-2018	89		
4	Other Committee	31-03-2019	Yes	7	31-12-2018	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	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

## 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)	No
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 1

Sr	Subject	Compliance status
1	Name of signatory	Anju Agarwal
2	Designation	Company Secretary and Compliance Officer

## 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	NA		
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		

## 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)	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.
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

1	Name of signatory	Anju Agarwal
2	Designation	Company Secretary and Compliance Officer

### 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	

## Annexure II

1	Name of signatory	Anju Agarwal
2	Designation	Company Secretary and Compliance Officer

## Signatory Details

Name of signatory	Anju Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	04-04-2019