

Corporate Governance Report

ANNEXURE I

1. Name of Listed Entity : **Towa Sokki Limited**
 2. Quarter Ending : **30th September, 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	Dates of satisfaction	Tenure* (in months)	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	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.	Omprakash Jutharam Bansal	01488025	Executive / Managing Director	10/03/1993	01-10-2019	--	--	1	NA	0	0	
Mr.	Satyanarayan Jutharam Bansal	01364898	Executive / Director	10/03/1993	30-09-2020	--	--	1	NA	0	0	
Mrs.	Sushila Omprakash Bansal	01488071	Non Executive / Non Independent - Director	10/03/1993	30-09-2020	--	--	1	--	1	0	
Mr.	Ajay Kumar Pithi	00866809	Non-Executive / Independent Director	30/05/2019	30/05/2019	--	60	1	1	1	1	
Mrs.	Alka Agarwal	08467037	Non-Executive / Independent Director	30/05/2019	30/05/2019	--	60	1	1	1	0	
Mr.	Heeralal Barot	06920366	Non-Executive / Independent Director	28/07/2014	27/09/2019	--	60	1	1	1	2	
			Whether Regular chairperson appointed						Yes			
			Whether Chairperson is related to managing director or CEO							Chairman & Managing Director		

\$ PAN number of any director would not be displayed on the website of Stock Exchange
 * 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. Heeralal Barot	Chairperson / Non Executive / Independent	27-09-2019	NA
		Mr. Ajay Kumar Pithi	Non Executive / Independent	30-05-2019	NA
		Mrs. Alka Agarwal	Non Executive / Independent	30-05-2019	NA
2. Nomination and Remuneration Committee	YES	Mr. Ajay Kumar Pithi	Chairperson / Non Executive / Independent	30-05-2019	NA
		Mr. Heeralal Barot	Non Executive / Independent	27-09-2019	NA
		Mrs. Alka Agarwal	Non Executive / Independent	30-05-2019	NA
3. Stakeholders' Relationship Committee	YES	Mr. Heeralal Barot	Chairperson / Non Executive / Independent	27-09-2019	NA
		Ms. Sushila Omprakash Bansal	Non Executive / Non Independent	28-07-2014	NA
		Mr. Ajay Kumar Pithi	Non Executive / Independent	30-05-2019	NA

Note: Heeralal Barot elected as the Chairperson of the Company w.e.f. 13.08.2020

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 meetings (in numerical days)
26-06-2020	13-08-2020	YES	5	2	47 days
	03-09-2020	YES	5	2	20 days

* to be filled in only for the current quarter meetings

IV. Meeting of Committees						
Name of the Committee	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 numerical days *
Audit Committee	13-08-2020	Meeting held with requisite quorum (2 out of 3 members present in the meeting)	2	2	26-06-2020	47 days
Audit Committee	03-09-2020	Meeting held with requisite quorum (2 out of 3 members present in the meeting)	2	2	--	20 days
Nomination and Remuneration Committee	03-09-2020	Meeting held with requisite quorum (2 out of 3 members present in the meeting)	2	2	--	--



Stakeholders' Relationship Committee	13-08-2020	Meeting held with requisite quorum (2 out of 3 members present in the meeting)	2	1	26-06-2020	47 days
Stakeholders' Relationship Committee	03-09-2020	Meeting held with requisite quorum (All the 3 members present in the meeting)	3	3	--	20 days

Note: Maximum gap between any two consecutive meetings is more than 120 days (less than 180 days) as per General Circular No. 11 /2020 dated 24th March, 2020 ie. Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak.

* 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)
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholders Approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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) : **NA**
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 the board of directors may be mentioned here. **NIL**

For, Towa Sokki Limited



S.J. Bansal
(Director)



Place : Vadodara
Date : 12-10-2020