

To

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 023

10th April, 2019

NSE Scrip Code: EASUNREYRL / BSE Scrip Code: 532751

Dear Sirs,

Sub: Compliance with Regulation 27(2) of SEBI (LODR) Regulations, 2015
for the Quarter ended 31st March, 2019

* * *

Pursuant to Regulation 27(2) of SEBI Listing Obligations and Disclosure Requirements, (LODR) Regulations 2015, we are sending herewith the Quarterly Compliance Report on Corporate Governance for the Quarter ended 31st March, 2019.

Kindly take the above on your record.

Thanking you

Yours faithfully
for Easun Reyrolle Limited



PS Srinivasaraghavan
Company Secretary & Compliance Officer

Encl: As above

Compliance Report on Corporate Governance

1 Name of Listed Entity : Easun Reyrolle Limited
 2 Quarter ending : 31st March, 2019

Annexure - I

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*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	Hari Eswaran	DIN.00196760 / PAN – AAAP0313L	Promoter - Chairperson - Non Executive, Non-Independent	29.09.2018	6 Months	1	1	1
Mr	Raj H Eswaran	DIN.00195354 / PAN – AABPE6893Q	Promoter - Executive Director	01.04.2017	24 Months	1	2	0
Mr	Rakesh Garg	DIN.00240379 / PAN – AAOPG0578P	Independent Director	29.09.2014	54 Months	1	1	1
Ms	Sweta Mandora Prajapati	DIN.06903165/ PAN – ABOPM4535B	Independent Woman Director	30.09.2016	30 Months	1	1	0
§ PAN number 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								
Sl. No.	Name of Committee	Name of Committee members	Date of Appointment	Category (Chairperson/Executive/Non-Executive/independent/Nominee §				
1	Audit Committee	Rakesh Garg	29.09.2014	Chairperson - Independent Director				
		Ms Swetha Mandora Prajapati	28.08.2018	Member - Independent Director				
		Raj H Eswaran	01.04.2017	Member - Promoter - Executive Director				
2	Nomination and Remuneration Committee	Rakesh Garg	29.09.2014	Chairperson - Independent Director				
		Ms Swetha Mandora Prajapati	28.08.2018	Member - Independent Director				
		Hari Eswaran	29.09.2018	Member - Promoter - Non-Executive, Non-Independent Director				
3	Stakeholders Relationship Committee	Hari Eswaran	29.09.2018	Chairperson - Promoter - Non-Executive, Non-Independent Director				
		Raj H Eswaran	01.04.2017	Member - Promoter - Executive Director				
§ 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	Maximum gap between any two consecutive Meetings (in number of days)	
14/11/2018	20/02/2019	97	
IV.	Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether 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*
Audit Committee	20/02/2019	Yes	14/11/2018 97
* 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)refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
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.			
VI.	Affirmation		
Annexure - I			
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		Yes
	a. Audit Committee		√
	b. Nomination & remuneration committee		√
	c. Stakeholders relationship committee		√
	d. Risk management committee (applicable to the top 100 listed entities)		Not Applicable
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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:		Yes. Previous Quarter Reports placed before the Board

Annexure - II

I. Disclosure on Website in terms of Listing Regulations:

Sr	Item	Compliance status (Yes/No/NA)	Company Remarks
1	Details of business	Yes	
2	Terms and conditions of appointment of independent directors	Yes	
3	Composition of various committees of board of directors	Yes	
4	Code of conduct of board of directors and senior management personnel	Yes	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
6	Criteria of making payments to non-executive directors	Yes	apart from sitting fees, there is no other remuneration
7	Policy on dealing with related party transactions	Yes	
8	Policy for determining 'material' subsidiaries	Yes	
9	Details of familiarization programmes imparted to independent directors	Yes	
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
11	email address for grievance redressal and other relevant details	Yes	
12	Financial results	Yes	
13	Shareholding pattern	Yes	
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	

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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
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
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)	Yes
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

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	Yes



for Easun Reyrolle Limited

P. S. Srinivasaraghavan

P S SRINIVASARAGHAVAN

Company Secretary & Compliance Officer

Date: 10th April, 2019