



SIDH MANAGEMENT CORPORATE SERVICES LTD.

CIN NO.: L65999DL1985PLC019846

11th April 2019

To,
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor,
Plot No C 62, Opp. Trident Hotel
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Dear Sir,

Sub:- Compliance Report on Corporate Governance as per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We attach herewith quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format of Annexure I and II for the quarter ended March 31, 2019.

Please acknowledge the receipt.

Yours faithfully,

For Sidh Management Corporate Services Limited

Dinesh Sharma
(Whole Time Director)
DIN: 07526355



Encl.: As above

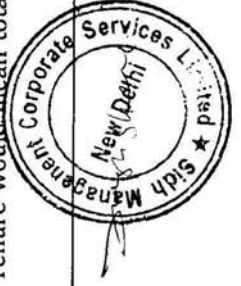
Corporate Governance

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : Sidh Management Corporate Services Limited
 2. Quarter ending : 31st March, 2019

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 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.	Dinesh Sharma	PAN: CNRPS2437M DIN: 07526355	Whole-Time Director	15/12/2016	0	1	-	-	
Mr.	Dhanpat Kumar Bothra	PAN: AECPB4173P DIN: 02838445	Non Executive - Independent Director	26/09/2015	42	1	2	-	
Mr.	Biswajit Barua	PAN: AXYPB8032B DIN: 06992250	Non Executive - Independent Director	30/09/2014	54	1	0	2	
Mrs.	Bela Garg	PAN: ALKPG5290R DIN: 03422782	Woman Director / Non Executive - Independent Director	30/09/2014	54	1	1	-	
Mrs.	Sunita Hanuman Singhi	PAN: CCSPS3473H DIN: 06992243	Non Executive - Independent Director	30/09/2014	54	2	3	-	
Mr.	Gopal Paul	PAN: BBUPP6099L	Chief Financial Officer	15/12/2016	0	NA	NA	NA	
Ms.	Shruti Jain	PAN: AICPJ1797N	Company Secretary	30/03/2019 (Date of Cessation)	0	NA	NA	NA	

\$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			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	
1. Audit Committee	Mr. Dhanpat Kumar Bothra Mrs. Bela Garg Mr. Biswajit Barua	Non - Executive Independent Director Non - Executive Independent Director Chairperson / Non Executive - Independent Director	
2. Nomination & Remuneration Committee	Mr. Dhanpat Kumar Bothra Mr. Biswajit Barua Mrs. Sumita Hanuman Singhi Not Applicable	Non - Executive Independent Director Chairperson / Non - Executive Independent Director Non - Executive Independent Director	
3. Risk Management Committee (if applicable)			
4. Stakeholders Relationship Committee	Mr. Dhanpat Kumar Bothra Mr. Biswajit Barua Mrs. Sumita Hanuman Singhi	Non - Executive Independent Director Chairperson / Non - Executive Independent Director Non - Executive Independent 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 (in number of days)
14th November, 2018	14th February, 2019	61 days
14th December, 2018	28th March, 2019	41 days

IV. Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 14th February, 2019	Yes - All Members Present	91 days
*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	Whether prior approval of audit committee obtained	Compliance status (Yes/No/NA) refer note below
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*

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.

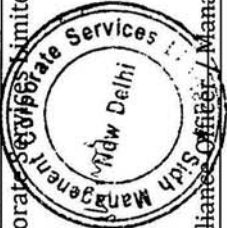
*There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the relevant quarter ended under review.



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)
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 Board of Directors may be mentioned here:

For Sidh Management Corporate Services Limited



Dinesh Sharma
DIN : 07526355

Company Secretary / Compliance Officer / Managing Director - WTD / GEO

Format 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		
Item	Compliance status (Yes/No/NA) refer note below	
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	N.A.	
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	N.A.	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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
<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)	Yes
<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)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.



Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Sidh Management Corporate Services Limited

Dinesh Sharma
DIN : 07526355



Company Secretary / Compliance Officer / Managing Director - WTD / CEO