

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : QUADRANT TELEVENTURES LIMITED  
 2. Quarter Ending : March 31<sup>st</sup>, 2016

ANNEXURE I

I. Composition of Board of Directors							
Name of the Director	PAN & DIN	Category	Date of Appointment in the current term/ Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of Post of chairperson in Audit/ Stakeholder committee held in listed entities including this listed entity
Mr. Vinay Kumar Monga	<b>PAN:</b> AQDPM4145P <b>DIN:</b> 03029345	Independent Director	17.10.2014	17.10.2014 to present	01	02	----
Ms. Mitu Mehrotra Goel	<b>PAN:</b> AITPM7519F <b>DIN:</b> 05188846	Non Executive Director	30.09.2014	30.09.2014 to present	01	01	----
Mr. Rahul Amarnath Sethi	<b>PAN:</b> AEQPS0616E <b>DIN:</b> 00216395	Independent Director	30.09.2014	30.09.2014 to present	01	01	01
Mr. Babu Mohanlal Panchal	<b>PAN:</b> AARPP0679H <b>DIN:</b> 01806193	Independent Director	30.09.2014	30.09.2014 to present	01	02	01
Mrs. Lalita Sharma	<b>PAN:</b> AGVPS5995H <b>DIN:</b> 01873769	Nominee Director	28.12.2015	28.12.2015 to present	01	01	----
II. Composition of Committees							
Name of Committee	Name of Committee members			Category(Chairperson/Executive/Non-Executive/Independent/Nominee)			
1. Audit Committee	Mr. Babu Mohanlal Panchal Mr. Vinay Kumar Monga Mrs. Lalita Sharma			Independent Director-Chairperson Independent Director Nominee Director			
2.Nomination & Remuneration Committee	Mr. Rahul Amarnath Sethi Mr. Babu Mohanlal Panchal Ms. Mitu Mehrotra Goel Mr. Vinay Kumar Monga			Independent Director-Chairperson Independent Director Non-Executive Director Independent Director			
3.Risk Management Committee (if applicable)	Ms. Mitu Mehrotra Goel Mr. Babu Mohanlal Panchal Mr. Vinay Kumar Monga			Non-Executive Director-Chairperson Independent Director Independent Director			
4.Stakeholders Relationship Committee	Mr. Rahul Amarnath Sethi Mr. Babu Mohanlal Panchal Ms. Mitu Mehrotra Goel Mr. Vinay Kumar Monga			Independent Director-Chairperson Independent Director Non-Executive Director Independent Director			

<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
7 <sup>th</sup> November, 2015	12 <sup>th</sup> February, 2016	96 days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
12 <sup>th</sup> February, 2016 (Audit Committee Meeting)	Yes	7 <sup>th</sup> November, 2015(Audit Committee Meeting)	96 days
<b>V. Related Party Transactions</b>			
<i>Subject</i>			<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained			N.A.
Whether shareholder approval obtained for material RPT			N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			N.A.
<b>VI. Affirmations</b>			
<p>1. The composition of board of directors is in terms of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 : <b>YES</b></p> <p>2. The composition of the following committees is in terms of SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee : <b>YES</b></p> <p>b. Nomination &amp; Remuneration Committee : <b>YES</b></p> <p>c. Stakeholders Relationship Committee : <b>YES</b></p> <p>d. Risk Management committee (applicable to the top 100 listed entities) : <b>YES (Voluntarily constituted)</b></p> <p>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 : <b>YES</b></p> <p>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 : <b>YES</b></p> <p>5. Compliance Report on Corporate Governance for the previous quarter ended December 31, 2015 was placed before the Board of Directors in its Meeting held on February 12, 2016 and no comments/observation/advice made by the Board of Directors.</p>			
<p><b>NAME: AMIT VERMA</b>  <b>DESIGNATION: COMPANY SECRETARY</b></p> <p><b>Date: 15<sup>th</sup> April, 2016</b></p>			

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : QUADRANT TELEVENTURES LIMITED

2. Year Ending : MARCH 31<sup>st</sup>, 2016

ANNEXURE II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status(Yes/No/NA)</b>	
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	N.A.	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status(Yes/No/NA)</b>
<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 &amp; 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 &amp; 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	<b>Yes</b>
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7)&(8)	<b>Yes</b>
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2),(3)	<b>N.A.</b>

<i>Approval for material related party transactions</i>	23(4)	<b>N.A.</b>
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	<b>N.A.</b>
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5)&(6)	<b>Yes</b>
<i>Maximum Directorship &amp; Tenure</i>	25(1)&(2)	<b>Yes</b>
<i>Meeting of independent directors</i>	25(3)&(4)	<b>Yes</b>
<i>Familiarization of independent directors</i>	25(7)	<b>Yes</b>
<i>Memberships in Committees</i>	26(1)	<b>Yes</b>
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	<b>Yes</b>
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	<b>Yes</b>
<i>Policy with respect to Obligations of directors and senior management</i>	26(2)&26(5)	<b>Yes</b>

**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: -----**N.A.**-----

**Name & Designation**

**Company Secretary / Compliance Officer / Managing Director / CEO**