

CORPORATE GOVERNANCE REPORT

Name of the Company: **Noida Medicare Centre Limited**

Quarter ending on: **31.03.2018**

I. Composition of Board of Directors									
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/N on Executive /Independent /Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directors - hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of members hips in Audit/ Stakeholder Committee - e(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of chairmans hips in Audit/ Stakeholder Committee - e(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr	Naveen Chaudhri	ACUPC0145J	00152598	Managing Director- Executive Director	07/06/1988	-	1	1	1
Mr	Manjeet Singh Bedi	ABCPB6454A	00050414	Non-Executive Independent Director	06/06/2015	-	1	1	1
Mrs	Amita Chaudhri	ACWPC5660L	01402346	Non-Executive	14/11/2015	-	1	1	-
Mr	Ananjan Chaudhri	AGQPC3240G	07961616	Executive Director	17/10/2017	-	1	-	-
Mrs	Madhu Bedi	AGHPB5417F	07967771	Non-Executive / Independent Director	17/10/2017	-	1	1	-
II. Composition of Committees									

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive /independent /Nominee)
1. Audit Committee	Mr. Manjeet Singh Bedi	Non-Executive / Independent Director-Chairman
	Mrs. Madhu Bedi	Non-Executive / Independent Director
	Mrs. Amita Chaudhri	Non-Executive / Non Independent Director
2. Nomination & Remuneration Committee	Mr. Manjeet Singh Bedi	Non-Executive / Independent Director-Chairman
	Mrs. Madhu Bedi	Non-Executive / Independent Director
	Mrs. Amita Chaudhri	Non-Executive / Non Independent Director
3. Stakeholders Relationship Committee (Share Transfer and Shareholders' Grievance Committee)	Dr. Naveen Chaudhri	Executive Director-Chairman
	Mr. Manjeet Singh Bedi	Non-Executive / Independent Director
4. CSR Committee	Dr. Naveen Chaudhri	Executive Director-Chairman
	Mr. Manjeet Singh Bedi	Non-Executive / Independent Director
	Mrs. Amita Chaudhri	Non-Executive / Non-Independent Director
	Mrs. Madhu Bedi	Non-Executive / Independent Director
5. Capital Expenditure Monitoring Committee	Dr. Naveen Chaudhri	Executive Director-Chairman
	Mrs. Amita Chaudhri	Non-Executive / Non-Independent Director
	Mrs. Madhu Bedi	Non-Executive / Independent Director

6. Risk Management Committee	Dr. Naveen Chaudhri	Executive Director-Chairman
	Mrs. Amita Chaudhri	Non-Executive / Non-Independent Director
	Mrs. Madhu Bedi	Non-Executive / Independent Director

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)
17-10-2017 & 14-11-2017	12-02-2018	90 Days

IV. Meeting of Committees

1) Audit Committee

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 (in number of days)
12-02-2018	Yes	14-11-2017	90 days

2) Nomination and Remuneration

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 (in number of days)
12-02-2018	Yes	14-11-2017	90 days

3) Stakeholders Relationship Committee (Share Transfer and Shareholders' Grievance Committee)

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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 (in number of days)
12-02-2018	Yes	14-11-2017	90 days

4) CSR Committee

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 (in number of days)
12-02-2018	Yes	NIL	NA

5) Capital Expenditure Monitoring Committee

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 (in number of days)
12-02-2018	Yes	NIL	NA

6) Risk Management Committee

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 (in number of days)
12-02-2018	Yes	NIL	NA

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder 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
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: This is the first quarter where the requirement of filling the prescribed form is required as per SEBI (Listing Obligations and Disclosure Requirements), the report shall be placed before the Board in the next meeting.

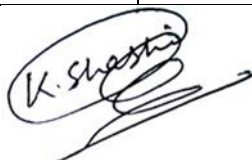
A handwritten signature in black ink, appearing to read 'K. Shrestha', is written over a circular stamp. The signature is fluid and cursive.

(Signature)

Company Secretary & Compliance Officer

FORMAT TO BE SUBMITTED BY LISTED ENTITY AT THE END OF THE FINANCIAL YEAR**(FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018)**

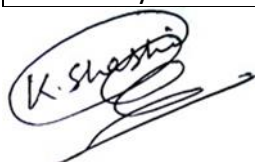
I. Disclosure on website in terms of Listing Regulations		
	Item	Compliance Status(Yes/No/NA)
1.	Details of business	YES
2.	Terms and conditions of appointment of independent directors	YES
3.	Composition of various committees of board of directors	YES
4.	Code of conduct of board of directors and senior management personnel	YES
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	YES
6.	Criteria of making payments to non-executive directors	NA
7.	Policy on dealing with related party transactions	YES
8.	Policy for determining 'material' subsidiaries	NA
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



Shashi Sinha

Company Secretary & Compliance Officer

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status(Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for Appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of Nomination & Remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3), (4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6), (7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA



Shashi Sinha

Company Secretary & Compliance Officer

Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA
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

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- **NA**



Shashi Sinha
Company Secretary & Compliance Officer