

| <b>General information about company</b> |                        |
|--|------------------------|
| Scrip code                               | 514378                 |
| NSE Symbol                               |                        |
| MSEI Symbol                              |                        |
| ISIN                                     | INE564C01013           |
| Name of the entity                       | YARN SYNDICATE LIMITED |
| Date of start of financial year          | 01-04-2018             |
| Date of end of financial year            | 31-03-2019             |
| Reporting Quarter                        | Yearly                 |
| Date of Report                           | 31-03-2019             |
| Risk management committee                | Not Applicable         |

### Annexure I

#### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

| Sr | Title (Mr / Ms) | Name of the Director   | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (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) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 1  | Mrs             | SHEELA PATODIA         | AFKPP4065P | 00276269 | Executive Director                   | Chairperson             | MD                      | 01-04-2016                              |                   |                                | 1  | 0   | 0  |                             |                             |
| 2  | Mr              | RISHIRAJ PATODIA       | AMQPP5985P | 00259104 | Executive Director                   | Not Applicable          | MD                      | 01-04-2016                              |                   |                                | 1  | 2   | 0  |                             |                             |
| 3  | Mr              | KISHORELAL CHHABRIA    | ACQPC4828C | 00306069 | Non-Executive - Independent Director | Not Applicable          |                         | 01-04-2014                              |                   | 60                             | 1  | 2   | 2  |                             |                             |
| 4  | Mr              | JIGNESH LAKHAMSHI SHAH | APQPS7639G | 00152673 | Non-Executive - Independent Director | Not Applicable          |                         | 28-09-2018                              |                   | 6                              | 1  | 2   | 0  |                             |                             |

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (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) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5  | Mr              | KISHOR POPATLAL GADA | AGIPG0349Q | 01500541 | Non-Executive - Independent Director | Not Applicable          |                         | 28-09-2018                              |                   | 6                              | 1  | 2   | 0  |                             |                             |

| Audit Committee Details                               |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00306069   | KISHORELAL CHHABRIA       | Non-Executive - Independent Director | Chairperson             | 07-02-2014          |                   |         |
| 2   | 00152673   | JIGNESH LAKHAMSHI SHAH    | Non-Executive - Independent Director | Member                  | 28-09-2018          |                   |         |
| 3   | 01500541   | KISHOR POPATLAL GADA      | Non-Executive - Independent Director | Member                  | 28-09-2018          |                   |         |
| 4   | 00259104   | RISHIRAJ PATODIA          | Executive Director                   | Member                  | 16-04-2007          |                   |         |

| Nomination and remuneration committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00306069   | KISHORELAL CHHABRIA       | Non-Executive - Independent Director | Chairperson             | 07-02-2014          |                   |         |
| 2   | 00152673   | JIGNESH LAKHAMSHI SHAH    | Non-Executive - Independent Director | Member                  | 28-09-2018          |                   |         |
| 3   | 01500541   | KISHOR POPATLAL GADA      | Non-Executive - Independent Director | Member                  | 28-09-2018          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00306069   | KISHORELAL CHHABRIA       | Non-Executive - Independent Director | Chairperson             | 07-02-2014          |                   |         |
| 2   | 00152673   | JIGNESH LAKHAMSHI SHAH    | Non-Executive - Independent Director | Member                  | 28-09-2018          |                   |         |
| 3   | 01500541   | KISHOR POPATLAL GADA      | Non-Executive - Independent Director | Member                  | 28-09-2018          |                   |         |
| 4   | 00259104   | RISHIRAJ PATODIA          | Executive Director                   | Member                  | 16-04-2007          |                   |         |

| Risk Management Committee                                       |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                         |                         |                     | Date of Cessation | Remarks |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment |                   |         |

| Corporate Social Responsibility Committee                                       |            |                           |                         |                         |                     |                   |         |  |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|--|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |                         |                         | No                  |                   |         |  |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |  |



| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

| <b>Annexure 1</b>  |   |  |   |                              |
|--|---|--|---|------------------------------|
| <b>Annexure 1</b>  |   |  |   |                              |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |                              |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   |                              |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date |
| 1  | 14-11-2018  |  |   |                              |
| 2  |   | 14-02-2019   | 91  |                              |
| 3  |   | 27-03-2019   | 40  |                              |

| Annexure 1   |                                       |   |  |                           |   |  |  |   |                               |
|--|---------------------------------------|---|--|---------------------------|---|--|--|---|-------------------------------|
| IV. Meeting of Committees                                |                                       |   |  |                           |   |  |  |   |                               |
| Disclosure of notes on meeting of committees explanatory |                                       |   |  |                           |   |  |  | Name of other committee   | Reason for not providing date |
| Sr   | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |  |   |                               |
| 1  | Audit Committee                       | 13-02-2019  | Yes  |                           | 13-11-2018  | 91   |  |   |                               |
| 2  | Audit Committee                       | 27-03-2019  | Yes  |                           |   | 133  |  | Only one Audit Committee Meeting was held on previous Quarter                       |                               |
| 3  | Nomination and remuneration committee | 27-03-2019  | Yes  |                           |   | 162  |  | There was no Nomination and Remuneration Committee meeting held on previous quarter |                               |
| 4  | Stakeholders Relationship Committee   | 15-01-2019  | Yes  |                           | 15-10-2018  | 91   |  |   |                               |
| 5  | Stakeholders Relationship Committee   | 31-01-2019  | Yes  |                           | 31-10-2018  | 91   |  |   |                               |
| 6  | Stakeholders Relationship Committee   | 15-02-2019  | Yes  |                           | 15-11-2018  | 91   |  |   |                               |

| <b>Annexure 1</b>                |                                     |   |  |                           |   |  |                         |                               |
|----------------------------------|-------------------------------------|---|--|---------------------------|---|--|-------------------------|-------------------------------|
| <b>IV. Meeting of Committees</b> |                                     |   |  |                           |   |  |                         |                               |
| Sr                               | Name of Committee                   | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee | Reason for not providing date |
| 7                                | Stakeholders Relationship Committee | 28-02-2019  | Yes  |                           | 30-11-2018  | 89   |                         |                               |
| 8                                | Stakeholders Relationship Committee | 15-03-2019  | Yes  |                           | 14-12-2018  | 90   |                         |                               |
| 9                                | Stakeholders Relationship Committee | 29-03-2019  | Yes  |                           | 31-12-2018  | 87   |                         |                               |

| <b>Annexure 1</b>                    |  |                                  |  |
|--------------------------------------|--|----------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                                  |  |
| Sr                                   | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                                    | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2                                    | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3                                    | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |

| <b>Annexure 1</b>       |  |                            |
|-------------------------|--|----------------------------|
| <b>VI. Affirmations</b> |  |                            |
| Sr                      | Subject  | Compliance status (Yes/No) |
| 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 a. Audit Committee  | Yes                        |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA                         |
| 6                       | 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                        |
| 7                       | 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                        |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

| <b>Annexure 1</b> |                   |  |
|-------------------|-------------------|--|
| Sr                | Subject           | Compliance status                        |
| 1                 | Name of signatory | BIKASH CHANDRA CHATTERJI                 |
| 2                 | Designation       | Company Secretary and Compliance Officer |

| <b>Annexure II</b>   |   |                               |  |   |
|--|---|-------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |   |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
| 1  | Details of business   | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 2  | Terms and conditions of appointment of independent directors            | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 3  | Composition of various committees of board of directors                 | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 4  | Code of conduct of board of directors and senior management personnel   | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 6  | Criteria of making payments to non-executive directors                  | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 7  | Policy on dealing with related party transactions                       | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 8  | Policy for determining 'material' subsidiaries                          | NA                            |  |   |
| 9  | Details of familiarization programmes imparted to independent directors | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |



| <b>Annexure II</b>   |   |                               |  |   |
|--|---|-------------------------------|--|---|
| <b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b> |   |                               |  |   |
| <b>I. Disclosure on website in terms of Listing Regulations</b>  |   |                               |  |   |
| Sr   | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address   |
| 10   | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 11   | email address for grievance redressal and other relevant details  | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 12   | Financial results   | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 13   | Shareholding pattern  | Yes                           |  | <a href="http://www.yarnsyndicate.in/">http://www.yarnsyndicate.in/</a> |
| 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                            |  |   |

| <b>Annexure II</b>             |   |                   |                               |  |
|--------------------------------|---|-------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                   |                               |  |
| Sr                             | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 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                           |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                          |                               |  |
| Sr                             | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 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)               | NA                            |  |
| 20                             | Approval for material related party transactions                                | 23(4)                    | NA                            |  |

| <b>Annexure II</b>             |   |                          |                               |  |
|--------------------------------|---|--------------------------|-------------------------------|--|
| <b>II. Annual Affirmations</b> |   |                          |                               |  |
| Sr                             | Particulars   | Regulation Number        | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 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) | NA                            |  |
| 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                           |  |
|                                | Any other information to be provided - Add Notes  |                          |                               |  |

| <b>Annexure II</b> |                   |  |
|--------------------|-------------------|--|
| 1                  | Name of signatory | BIKASH CHANDRA CHATTERJI                 |
| 2                  | Designation       | Company Secretary and Compliance Officer |

| <b>Annexure II</b>       |  |  |
|--------------------------|--|--|
| <b>III. Affirmations</b> |  |  |
| <b>Sr</b>                | <b>Particulars</b>   | <b>Compliance status<br/>(Yes/No/NA)</b> |
| 1                        | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                                       |
|                          | Any other information to be provided   |  |

| <b>Annexure II</b> |                   |  |
|--------------------|-------------------|--|
| 1                  | Name of signatory | BIKASH CHANDRA CHATTERJI                 |
| 2                  | Designation       | Company Secretary and Compliance Officer |

| <b>Signatory Details</b> |  |
|--------------------------|--|
| Name of signatory        | BIKASH CHANDRA CHATTERJI                 |
| Designation of person    | Company Secretary and Compliance Officer |
| Place                    | KOLKATA                                  |
| Date                     | 05-04-2019                               |



