



WINY COMMERCIAL & FISCAL SERVICES LIMITED

18, Giri Babu Lane, Kolkata - 700 012

CIN No. : L65923WB1990PLC048472 • Web Site : www.winycomm.co.in

Email : wcfs11990@gmail.com, winycommercial1990@winycomm.co.in

Phone No. : 033 - 4007-4761

Ref:

Date:

Date: 10/04/2018

To
The Secretary,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai- 400 001
Phones: 91-22-22721233/4, 91-22-66545695 (Hunting)

Ref: Winy Commercial & Fiscal Services Ltd. (Scrip Code: 538873),

Sub: Submission of Quarterly Compliance Report on Corporate Governance
as per Regulation 27(2) for the 4th Quarter ended on 31st March, 2018.

Dear Sir,

As according to Regulation 27(2) of the Listing Agreement, we enclose herewith
Corporate Governance Report for the 4th Quarter ended on 31st March, 2018.

Thanking you,

Yours sincerely,

For Winy Commercial & Fiscal Services Ltd.



(Anju Agarwal)
Company Secretary &
Compliance Officer

Encl.: As above

MSEI Symbol

Scrip code	538873
NSE Symbol	Not Applicable
MSEI Symbol	Not Applicable
ISIN	INE111CO1013
Name of the entity	WINY COMMERCIAL & FISCAL SERVICES LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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

Is there any change in information of board of directors compare to previous quarter 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 DIN
1	Mr	SHASHANK SRIVASTAVA	ATOPS8835J	00012960	Non-Executive - Independent Director	Chairperson		09-06-2013		14	1	1	1	
2	Mr	SUNIL SHAH	AKDPS4065L	01562716	Non-Executive - Independent Director	Not Applicable		03-09-2007		10	1	1	1	

3	Mr s	RUPALI SAHA	GATPS00 43A	07235 268	Non- Executiv e - Indepen dent Director	Not Applica ble		03-07- 2015		2	1	1	1			
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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

Audit Committee Details

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01562716	SUNIL SHAH	Non-Executive - Independent Director	Chairperson	
2	00012960	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Member	
3	07235268	RUPALI SAHA	Non-Executive - Independent Director	Member	

Nomination and remuneration committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01562716	SUNIL SHAH	Non-Executive - Independent Director	Member	
2	00012960	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Member	
3	07235268	RUPALI SAHA	Non-Executive - Independent Director	Chairperson	

Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01562716	SUNIL SHAH	Non-Executive - Independent Director	Member	
2	00012960	SHASHANK SRIVASTAVA	Non-Executive - Independent Director	Chairperson	
3	07235268	RUPALI SAHA	Non-Executive - Independent Director	Member	

Risk Management Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
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Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00012960	SHASHANK SRIVASTAVA	VIGIL MECHANISM COMMITTEE	Non-Executive - Independent Director	Chairperson	
2	07235268	RUPALI SAHA	VIGIL MECHANISM COMMITTEE	Non-Executive - Independent Director	Member	
3	01562716	SUNIL SHAH	VIGIL MECHANISM COMMITTEE	Non-Executive - Independent Director	Member	

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
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)
1	31-12-2017		
2		31-03-2018	89

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
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
1	Audit Committee	31-03-2018	Yes	6	31-12-2017	89	
2	Nomination and	31-03-2018	Yes	6	31-12-2017	89	

	remuneration committee						
3	Stakeholders Relationship Committee	31-03-2018	Yes	6	31-12-2017	89	
4	Other Committee	31-03-2018	Yes	6	31-12-2017	89	VIGIL MECHANISM COMMITTEE

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
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	NA	

Annexure 1

VI. Affirmations

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

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Anju Agarwal
2	Designation	Company Secretary

Annexure II

Annexure II 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

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		www.winycomm.co.in
2	Terms and conditions of appointment of independent directors	Yes		www.winycomm.co.in
3	Composition of various committees of board of directors	Yes		www.winycomm.co.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.winycomm.co.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.winycomm.co.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.winycomm.co.in
8	Policy for determining 'material' subsidiaries	Yes		www.winycomm.co.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.winycomm.co.in

Annexure II

Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
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10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.winycomm.co.in
11	email address for grievance redressal and other relevant details	Yes		www.winycomm.co.in
12	Financial results	Yes		www.winycomm.co.in
13	Shareholding pattern	Yes		www.winycomm.co.in
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		

Annexure II

II. Annual Affirmations

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)	NA	

Annexure II

II. Annual Affirmations

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)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II

II. Annual Affirmations

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			

Annexure II

1	Name of signatory
2	Designation

Annexure II

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	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Anju Agarwal
2	Designation	Company Secretary

Signatory Details

Name of signatory	Anju Agarwal
Designation of person	Company Secretary
Place	Kolkata
Date	10-04-2018

BSE LTD
ACKNOWLEDGEMENT

Acknowledgement No	: 1004201802130927	Date & Time	: 10/04/2018 02:13:09 PM
Scrip Code	: 538873		
Entity Name	: WINY COMMERCIAL & FISCAL SERVICES LIMITED		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2018		
Mode	: E-Filing		