

Compliance Report on Corporate Governance pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Name of Listed Entity: **Assam Petro-Chemicals Limited**
2. Quarter ending: **31st December, 2016**

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*	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.	Ravi Capoor, IAS	DIN: 00744987	Nominee	01-10-2016	Not Applicable	One	NIL	NIL
Mr.	Hemanga Kishore Sharma, IAS	DIN: 01569265	Nominee	22-07-2015	Not Applicable	One	NIL	NIL
Mr.	Vazhuvelil Bhaskaran Nair Pyarelal, IAS	DIN: 07125837	Nominee	21-03-2016	Not Applicable	One	NIL	NIL
Mrs.	Shehla Rahman, ACS	DIN: 06786580	Nominee	19-04-2016	Not Applicable	One	NIL	NIL
Mr.	Pradeep Kumar Das	DIN: 01667150	Nominee	21-03-2016	Not Applicable	One	NIL	NIL
Mr.	Digendra Nath Barua	DIN: 00431146	Independent	30-03-2013	3 Years	One	Two (Audit Committee and Stakeholder Relationship Committee in this entity only)	One (Audit Committee in this entity only)
Mr.	Amarendra Nath Das	DIN: 02818045	Independent	30-09-2014	1 year	One	One (Stakeholder Relationship Committee in this entity only)	One (Stakeholder Relationship Committee in this entity only)

Mr.	Birinchi Kumar Sarma	DIN: 02817985	Independent	30-03-2013	3 Years	One	Two (Audit Committee and Stakeholder Relationship Committee in this entity only)	NIL
Mr.	Utpal Borah	DIN: 02071252	Independent	31-12-2013	2 years	One	One (Audit Committee in this entity only)	NIL
Mr.	Sanjeev Kumar Choubey	DIN: 01616405	Independent	31-12-2013	2 years	One	One (Audit Committee in this entity only)	NIL
Mr.	Ratul Bordoloi	DIN: 03315766	Managing Director	09-09-2010	Not Applicable	One	One (Stakeholder Relationship Committee in this entity only)	NIL

* 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

Sl. No.	Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{\$}
1.	Audit Committee	1. Shri. D.N. Barua, Chairman 2. Shri. B.K. Sarma, Member 3. Shri. S.K. Choubey, Member 4. Shri. Utpal Borah, Member	Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent
2.	Nomination & Remuneration Committee	1. Shri. B.K. Sarma, Chairman 2. Shri. D.N. Barua, Member 3. Shri. A.N. Das, Member	Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent
3.	Risk Management Committee(if applicable)	Not applicable	Not applicable
4.	Stakeholders Relationship Committee ⁷	1. Shri. A.N. Das, Chairman 2. Shri. B.K. Sarma, Member 3. Shri. D.N. Barua, Member 4. Shri. Ratul Bordoloi, Member	Non-Executive/ Independent Non-Executive/ Independent Non-Executive/ Independent Executive

II. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (Quarter ending on 30.09.2016)	Date(s) of Meeting (if any) in the relevant Quarter (Quarter ending on 31.12.2016)	Maximum gap between any two consecutive (in number of days)
12-08-2016	08-11-2016	87 Days

III. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter. (Quarter ending on 30.09.2016)</i>	<i>Whether requirement of Quorum met.</i>	<i>Date(s) of meeting of the committee in the previous quarter. (Quarter ending on 31.12.2016)</i>	<i>Maximum gap between any two consecutive meetings in number of days.</i>
Audit Committee			
11-08-2016	Yes (3/4 members present)	01-11-2016	81 Days

IV. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
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	There was no Related Party Transaction in the relevant quarter.

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.
(Note: No meeting of remuneration committee held because the company is a Govt. of Assam Company all the senior level employees (General Manager and above)including Managing Director are selected by Public Enterprise Selection Board (PESB)and the remuneration is paid as per Govt. of Assam approved pay scales.)
 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:
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(Uttam Bailung)
Company Secretary / Compliance Officer
