

SUNAYANA INVESTMENT COMPANY LIMITED

CIN : L67120MP1977PLC001397

Regd. Off. : Part-B of 417, Chetak Centre Annex, Near Hotel Shreemaya, R.N.T.Marg, Indore, Madhya Pradesh - 452001
web : sunayanainvestment.com e-mail : - sunayanaicl@gmail.com

Date: 15th April, 2023

To,
The Head - Listing & Compliance
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot No. C-62,
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra-East, Mumbai - 400098

Ref: Sunayana Investment Company Limited (Scrip Code: 29421)

**Sub: Regulation 27(2) Corporate Governance Report in Compliance with SEBI
(Listing Obligations and Disclosures Requirements) Regulations, 2015 for the
quarter ending 31st March, 2023**

Dear Sir/Madam,

Please find enclosed herewith Regulation 27(2) Corporate Governance Report for the quarter ending **31st March, 2023** in Compliance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Kindly take the same on your record.

Thanking you,

For Sunayana Investment Company Limited

Subhash Dinkar Helonde
(Managing Director)
DIN: 07847650

CC To,

Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata-700001
West Bengal

General information about company	
Scrip code	000000
NSE Symbol	
MSEI Symbol	SUNAYANA
ISIN	INE724R01011
Name of the entity	SUNAYANA INVESTMENT COMPANY LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Board of directors explanatory																
/ has a Regular Chairperson		No														
Chairperson related to Promoter		No														
		Disqualification of Directors under section 164 of the Companies Act, 2013														
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No Independent Director in listed entity including this listed entity (Refer Regulation 17A of Listing Regulations)
Independent Director	Not Applicable		28-11-1987	No				Active	No		30-09-2015	30-09-2021		18	1	1
Independent Director	Not Applicable		07-06-1986	No				Active	No		30-09-2015	30-09-2021		18	1	1
Independent Director	Not Applicable		15-04-1981	No				Active	No		14-02-2019			49	1	1
Chairperson	Chairperson	MD	05-05-1986	No				Active	NA		08-05-2019	11-05-2019		46	1	1

Audit Committee Details							
Whether the Audit 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
1	06948648	VIJAY TIKKANNA ULIDRA	Non-Executive - Independent Director	Chairperson	22-10-2014		
2	06948640	VERMA SHIVBADAN SHIVKUMAR	Non-Executive - Independent Director	Member	22-10-2014		
3	07846487	ANITA AZAD BOHAT	Non-Executive - Independent Director	Member	14-02-2019		
4	07847650	SUBHASH DINKAR HELONDE	Executive Director	Member	11-05-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration 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
1	06948640	VERMA SHIVBADAN SHIVKUMAR	Non-Executive - Independent Director	Chairperson	22-10-2014		
2	06948648	VIJAY TIKKANNA ULIDRA	Non-Executive - Independent Director	Member	22-10-2014		
3	07846487	ANITA AZAD BOHAT	Non-Executive - Independent Director	Member	14-02-2019		
4	07847650	SUBHASH DINKAR HELONDE	Executive Director	Member	11-05-2019		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship 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
1	06948640	VERMA SHIVBADAN SHIVKUMAR	Non-Executive - Independent Director	Chairperson	06-11-2014		
2	06948648	VIJAY TIKKANNA ULIDRA	Non-Executive - Independent Director	Member	03-11-2015		
3	07846487	ANITA AZAD BOHAT	Non-Executive - Independent Director	Member	14-02-2019		
4	07847650	SUBHASH DINKAR HELONDE	Executive Director	Member	11-05-2019		

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

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

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2022				Yes	4	4	3
2		21-01-2023	67		Yes	4	4	3
3		13-02-2023	22		Yes	4	4	3

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2022				Yes	4	4	3	0
2	Audit Committee	13-02-2023	90			Yes	4	4	3	0
3	Stakeholders Relationship Committee	03-01-2023				Yes	4	4	3	0

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 1000 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	SUBHASH DINKAR HELONDE
2	Designation	Managing Director

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

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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.sunayanainvestment.com
11	email address for grievance redressal and other relevant details	Yes		www.sunayanainvestment.com
12	Financial results	Yes		www.sunayanainvestment.com
13	Shareholding pattern	Yes		www.sunayanainvestment.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.sunayanainvestment.com
17	Advertisements as per regulation 47 (1)	Yes		www.sunayanainvestment.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.sunayanainvestment.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.sunayanainvestment.com
21	Materiality Policy as per Regulation 30	Yes		www.sunayanainvestment.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.sunayanainvestment.com

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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	SUBHASH DINKAR HELONDE
2	Designation	Managing Director

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	SUBHASH DINKAR HELONDE
2	Designation	Managing Director

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)	
Name	SUBHASH DINKAR HELONDE		
Designation	CEO		
Place	INDORE		
Date	15-04-2023		

Signatory Details	
Name of signatory	SUBHASH DINKAR HELONDE
Designation of person	Managing Director
Place	INDORE
Date	15-04-2023

