



Date: April 12, 2017

To,

The BSE Limited, Floor 25, P.J. Towers, Dalal Street, Mumbai-400001	The Metropolitan Stock Exchange of India Ltd. Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai — 400098.
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REF : ISIN: INE457P01020, SECURITY CODE: 538607, SECURITY ID: TOYAMIND

SUB : COMPLIANCE REPORT ON CORPORATE GOVERNANCE -FOR QUARTER ENDED 31ST MARCH, 2017

Dear Sir/Madam,

With reference to abovementioned subject, the Compliance report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31ST March, 2017 is enclosed with this letter.

Further you are requested to acknowledge and take the same on record.

Thanking you,

For Toyam Industries Limited

Ketan Vyas

Company Secretary cum Compliance Officer



Encl: As above Stated

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE-I

1. NAME OF LISTED ENTITY : Toyam Industries Limited
 [Formerly Ojas Asset Reconstruction Company Limited]
 2. QUARTER ENDING : 31/03/2017

I. COMPOSITION OF BOARD OF DIRECTORS

Title	Name of the Director	PANS & DIN	Category (Chairperson /Executive/ Non Executive / Independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure * [in Months]	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Tejas Vinodrai Hingu	ACHPH4308K & 06936684	Executive Director	22/12/2014	-	1	2	0
Mr.	Manan Prafulchandra Shah	ATFPS7405P & 07491896	Non Executive/ Independent Director	28/03/2016	12	1	0	0
Mr.	Shashikumar Ramdas Jatwal#	ALMPJ4216E & 06488424	Non Executive/ Independent Director	06/03/2017	40	0	0	0
Ms.	Amruta Vishwas Shigwan	DNOPS1129E & 07632255	Executive Director	17/10/2016	-	1	0	0
Mr.	Mayank Lashkari##	AFHPL2606P & 07742367	Non Executive/ Independent Director	06/03/2017	1	1	2	0
Mr.	Mayank Kathed##	CWSPK4561J & 07742376	Non Executive/ Independent Director	06/03/2017	1	1	0	2

Note: # Resigned with immediate effect from 06/03/2017.

Appointed as Additional Director under Independent category w.e.f. 06/03/2017.

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* 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

Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)\$
1. Audit Committee	Mr. Mayank Kathed	Chairperson/ Non Executive/ Independent Director
	Mr. Tejas Vinodrai Hingu	Member/Executive Director
	Mr. Mayank Lashkari	Member/Non Executive/Independent Director
2. Nomination & Remuneration Committee	Mr. Mayank Kathed	Chairperson/ Non Executive, Independent Director
	Mr. Mayank Lashkari	Member/Non Executive/Independent Director
	Mr. Manan Prafulchandra Shah	Member/Non Executive/Independent Director
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Mayank Kathed	Chairperson/ Non Executive/ Independent Director
	Mr. Tejas Vinodrai Hingu	Member/Executive Director
	Mr. Mayank Lashkari	Member/Non Executive/Independent Director

\$ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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)
17/10/2016		-
12/11/2016		25
24/11/2016		11
13/12/2016		18
	25/01/2017	42
	10/02/2017	15
	06/03/2017	23

IV. MEETING OF COMMITTEES

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 meetings in number of days*
Audit Committee Meeting			
04/02/2017	Yes, all members are present.	10/10/2016	116

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA) refer note below
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



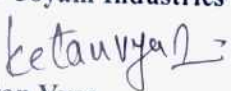
Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.
6. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

For Toyam Industries Limited


Ketan Vyas

Company Secretary cum Compliance Officer



ANNEXURE-II

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS		
Item		Compliance status (Yes/No/NA) refer note below
Details of business		Yes
Terms & conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors & senior management personnel		Yes
Details of establishment of vigil mechanism/Whistle Blower policy		Yes
Criteria of making payment to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarizing programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting & handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreement entered into with the media companies and/or their associates		NA
New name and old name of the listed entity		Yes
II. ANNUAL AFFIRMATIONS		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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 Report	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 & role of risk management committee	21(1),(2),(3),(4)	NA
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)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material	24(1)	NA



subsidiary		
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 director	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

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

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

For Toyam Industries Limited

Ketan Vyas
Ketan Vyas



Company Secretary cum Compliance Officer