

ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity: **GEEKAY WIRES LIMITED**
 2. Quarter ending: **March 31, 2020**

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in Months)	Date of Birth	No. Of directorship in listed entities including this listed entity [inreference to Regulation 17A(1)]	No of Independent Directorship in Listed entities Including This Listed entity[inreference to ProvisoTo regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity(ReferRegulation 26(1) of Listing Regulations)	No of post Of Chairperson in Audit/ Stakeholder Committee held in listed entities Including this listed entity(ReferRegulation 26(1) of Listing Regulations)
Mr.	Ghanshyam Dass	PAN: ACYPD0598G DIN: 01539152	Executive, Chairman and Managing Director	11/10/2012	08/03/2017	N.A.	60 Months	21/07/1960	01	00	02	00
Mr.	Ashish Kandoi	PAN: AJXPK7766K DIN: 00463257	Executive, Whole Time Director and Chief Financial Officer	11/10/2012	08/03/2017	N.A.	60 Months	16/01/1985	01	00	00	00
Mr.	Anuj Kandoi	PAN:AMJPK0373M DIN: 00463277	Executive, Whole Time Director	11/10/2012	08/03/2017	N.A.	60 Months	31/05/1986	01	00	00	00
Mr.	Sudhakar Goyal	PAN: ABAPGI578N DIN: 08558232	Non-Executive, Independent Director	26/09/2019	30/10/2019	19/03/2020	60 Months	09/12/1978	00	00	00	00



Mrs.	Shwetha Kabra	PAN: AHSPR4106M DIN: 07754149	Non-Executive, Independent Director	08/03/2017	24/08/2017	N.A.	60 Months	24/08/1980	01	01	03	03
Mrs.	Tara Devi Veitla	PAN: ABHPV6921B DIN: 07754163	Non-Executive, Independent Director	08/03/2017	24/08/2017	N.A.	60 Months	15/08/1955	01	01	02	00

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to managing director or CEO – Mr. Ghanshyam Dass is Chairman and Managing Director of our Company

^SPAN 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.



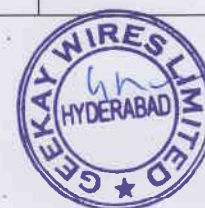
II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) \$	Chairman/Member	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Shwetha Kabra	Non-Executive, Independent Director	Chairperson	14/03/2017	N.A.
		Tara Devi Veitla	Non-Executive, Independent Director	Member	14/03/2017	N.A.
		Ghanshyam Dass	Chairman and Managing Director (Executive)	Member	14/03/2017	N.A.
2. Nomination & Remuneration Committee	Yes	Shwetha Kabra	Non-Executive, Independent Director	Chairperson	14/03/2017	N.A.
		Sudhakar Goyal	Non-Executive, Independent Director	N.A.	02/11/2019	19/03/2020
		Tara Devi Veitla	Non-Executive, Independent Director	Member	14/03/2017	N.A.
3. Risk Management Committee(if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
4. Stakeholders Relationship Committee	Yes	Sudhakar Goyal	Non-Executive, Independent Director	N.A.	02/11/2019	19/03/2020
		Ghanshyam Dass	Chairman and Managing Director (Executive)	Member	02/11/2019	N.A.
		Shwetha Kabra	Non-Executive, Independent Director	Chairman	14/03/2017	N.A.

& 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

Please note Mr. Sudhakar Goyal, Non-executive Independent Director has resigned as Director from the Board of Directors and all the Committees of the Company on 19/03/2020, Due to lock down on account of COVID-19 pandemic the company had to cancel meeting of the Board of Directors of the Company which was scheduled for 27/03/2020. The resignation of the said director will be considered at the next board meeting.



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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
02/11/2019	01/02/2020	Yes	4	1	38 Days
14/11/2019	24/02/2020	Yes	6	3	22 Days
25/11/2019					
24/12/2019					
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
24/02/2020 (Audit Committee)	Yes	03	02	14/11/2019	101 Days
24/02/2020 (Nomination and Remuneration Committee)	Yes	03	03	14/11/2019	101 Days
08/01/2020 (Stakeholders Relationship Committee)	Yes	03	02	12/10/2019	87 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					
V. Related Party Transactions					
Subject				Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained				Yes	
Whether shareholder approval obtained for material RPT				N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee				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 # During the quarter ended December 31, 2019, the listing status of the Company was SME listed Company, so requirement of quorum for Audit Committee Meeting as per Regulation 18 of SEBI (LODR), Regulations, 2015 was not applied to the Company; and the requirement of quorum for Audit Committee meeting was any two directors present at the meeting as per the resolution passed by the Board of Directors of the Company on 14/03/2017.

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. Any comments/observations/advice of the board of directors may be mentioned here.

GHANSHYAM DASS

Managing Director



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information In subsequent quarter(s) of that financial year, this in formation may not be given by Listed entity and instead a statement " same as previous quarter" may be given.

Format 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		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	http://geekaywires.com/products/
b) Terms and conditions of appointment of independent directors	Yes	http://www.geekaywires.com/reports/Terms%20and%20Conditions%20of%20Appointment%20of%20Independent%20Director.pdf
c) Composition of various committees of board of directors	Yes	http://geekaywires.com/committees/
d) Code of conduct of board of directors and senior management personnel	Yes	http://www.geekaywires.com/reports/Code%20of%20Conduct%20for%20Board%20and%20Senior%20Management.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://www.geekaywires.com/reports/Vigil%20Mechanism.pdf
f) Criteria of making payments to non-executive directors	N.A.	
g) Policy on dealing with related party transactions	Yes	http://www.geekaywires.com/reports/Policy%20on%20Related%20Party%20Transactions.pdf
h) Policy for determining 'material' subsidiaries	N.A.	http://www.geekaywires.com/reports/Policy%20on%20Material%20Subsidiaries.pdf
i) Details of familiarization programmes imparted to independent directors	Yes	http://www.geekaywires.com/reports/Policy%20on%20Material%20Subsidiaries.pdf
j) Email address for grievance redressal and other relevant details	Yes	http://geekaywires.com/investors-relation-contact/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	http://geekaywires.com/investors-relation-contact/
l) Financial Results	Yes	http://geekaywires.com/financial-results/
m) Shareholding pattern	Yes	http://geekaywires.com/shareholding-pattern/
n) Details of agreements entered into with the media companies and/or their associates	N.A.	No such agreement is entered by the Company
o) 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	N.A.	No meeting(s)
p) New name and the old name of the listed entity	N.A.	The company has not changed its name
q) Advertisements as per regulation 47 (1)	N.A.	The Company has not made any advertisement during the quarter
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	The Company has not obtained any credit rating ever.
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	The Company does not have any Subsidiary Company(s)



As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	Yes the Company has provided the details as per the Regulation in Company website
b) Materiality Policy as per Regulation 30	Yes	http://geekaywires.com/policies/
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	Not mandatory to the Company as Regulation 43 of SEBI (LODR) Regulations, 2015 dividend policy is mandatory to top 500 Listed Companies and our Company is not covered in that list.

It is certified that these contents on the website of the listed entity are correct.

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), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes



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Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated Basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Memberships in Committees	26(1)	NA
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA



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

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- 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:

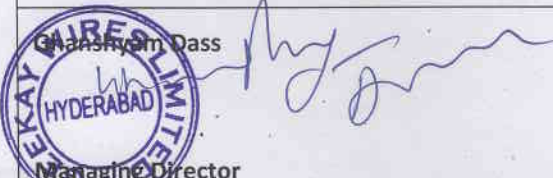
The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name : Ghanshyam Dass

 Managing Director



Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chair person of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	N.A. Note: The Company has shifted its trading platform from NSE SME Platform to NSE Main Board. As per Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to the Company listed on the SME Platform the same has not been reported in the Annual Report..
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 Ghanashyam Dass Managing Director		