



The Baroda *Rayon* Corporation Ltd.

CIN L99999GJ1958PLC000892

P O Fatehnagar, Udhna, Surat 394 220
Tel : 2899526 /27, 2898403
Fax: (0261) 289 1770 / 289 7892

06th April, 2016

To,
The Bombay Stock Exchange Limited
Department of Corporate Service,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Sub.: Quarterly Compliance Report on Corporate Governance.

Dear Sir,

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose herewith Quarterly Compliance Report on Corporate Governance for the quarter ended on 31.12.2015.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For The Baroda Rayon Corporation Limited

D B Patel
Managing Director



Encl.: Quarterly compliance Report on Corporate Governance.



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Quarterly Report on Corporate Governance

1. Name of Listed Entity : The Baroda Rayon Corporation Limited
2. Quarter Ending: 31st December, 2015

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* (yrs)	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.	Damodarbai Patel	AEDPP7405H & 00056513	Chairperson - Executive	12-12-2014	-	1	1	0
Mr.	Bhavanjibhai Patel	AABPP9810G & 01690183	Non-executive - Independent	30-09-2014	5	1	3	2
Mr.	Bhavesbhai Patel	AHXPP3238M & 03270321	Non-executive - Independent	30-09-2014	5	1	3	1
Mr.	Jayantilal Patel	AIKPP7901K & 05339476	Non-executive - Independent	30-09-2014	5	1	2	0
Mrs.	Vidhya Bhavani	BCSPB5406Q & 07159576	Non-executive	29-04-2015	-	1	0	0

§ 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 entry in continuity without any cooling off period.

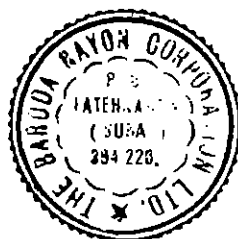
II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) S
1. Audit Committee	Mr. Bhavanjibhai Patel	Chairperson of the committee - Non-executive - Independent
	Mr. Bhavesbhai Patel	Non-executive - Independent
	Mr. Jayantilal Patel	Non-executive - Independent
2. Nomination & Remuneration Committee	Mr. Bhavanjibhai Patel	Chairperson of the committee - Non-executive - Independent
	Mr. Bhavesbhai Patel	Non-executive - Independent
	Mr. Jayantilal Patel	Non-executive - Independent
3. Risk Management Committee(if applicable)		NA
4. Stakeholders Relationship Committee	Mr. Bhavesbhai Patel	Chairperson of the committee - Non-executive - Independent
	Mr. Damodarbai Patel	Executive
	Mr. Bhavanjibhai Patel	Non-executive - Independent

&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 the Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
14th August, 2015	13th November, 2015	46 days
30th September, 2015		43 days



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IV. Meeting of Committees (Audit Committee)

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*
13th November, 2015	Yes	14th August, 2015	90 days

IV. Meeting of Committees (Stakeholders Relationship Committee)

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*
31st October, 2015			
30th November, 2015	Yes	30th September, 2015	30 days
31st December, 2015	Yes		29 days
	Yes		30 days

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Note	NA

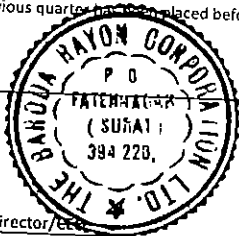
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the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

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- 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
- 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.

For The Baroda Rayon Corporation Limited

Damodarbhal Patel



Damodarbhal Patel

Company Secretary/Compliance Officer/Managing Director/ etc.

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 information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.