

ANNEXURE I

CORPORATE GOVERNANCE (Format to be submitted by listed entity on quarterly basis)

1. Name of Listed Entity : **Hybrid Financial Services Limited (Formerly known as Mafatral Finance Company Limited)**
2. Quarter Ending : **31<sup>st</sup> March 2016**

**I. Composition of Board of Directors:**

Title (Mr. / Ms)	Name of the Director	PAN & DIN <sup>s</sup>	Category (Chairperson /Executive/Non Executive/Independent /Dependent/ 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.	Nandakishore Ragunath Divate	PAN No. ABVDPD4131H DIN No. 00304616	Executive	9 <sup>th</sup> September 2008	-	1	1	Nil
Mr.	Krishnamurthy Chandramouli	PAN No. AABPC3151D DIN No. 00036297	Executive	9 <sup>th</sup> September 2008	-	1	1	Nil
Mr.	Jayesh Ramesh Talpade	PAN No. AAAPT5521H DIN No. 02403271	Independent	9 <sup>th</sup> September 2008	8 Years	1	1	2



Mr.	Tanveer Abdul Karim Shaikh	PAN No. AKHPS5552L DIN No. 02657790	Independent	22 <sup>nd</sup> May 2009	7 Years	1	1	Nil
Mrs.	Megha Jatendra Vazkar	PAN No. AABPV8997J DIN No. 00179162	Non-Executive	22 <sup>nd</sup> October 2014	-	1	Nil	Nil

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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

<sup>\*</sup> 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) <sup>§</sup>
1. Audit Committee	<ol style="list-style-type: none"> <li>1. Mr. Jayesh Ramesh Talpade</li> <li>2. Mr. Nandakishore Raghunath Divate</li> <li>3. Mr. Krishnamurthy Chandramouli</li> <li>4. Mr. Tanveer Abdul Karim Shaikh</li> </ol>	<p>Chairperson and Non Executive</p> <p>Executive</p> <p>Executive</p> <p>Non-Executive</p>
2. Nomination & Remuneration Committee	<ol style="list-style-type: none"> <li>1. Mr. Jayesh Ramesh Talpade</li> <li>2. Mr. Nandakishore Raghunath Divate</li> <li>3. Mr. Krishnamurthy Chandramouli</li> <li>4. Mr. Tanveer Abdul Karim Shaikh</li> </ol>	<p>Chairperson and Non Executive</p> <p>Executive</p> <p>Executive</p> <p>Non-Executive</p>



3. Risk Management Committee (if applicable)	<ol style="list-style-type: none"> <li>Mr. Krishnamurthy Chandramouli</li> <li>Mr. Nandakishore Raghunath Divate</li> <li>Mr. Tanveer Abdul Karim Shaikh</li> </ol>	Chairperson and Executive Executive Non-Executive
4. Stakeholders Relationship Committee	<ol style="list-style-type: none"> <li>Mr. Jayesh Ramesh Talpade</li> <li>Mr. Nandakishore Raghunath Divate</li> <li>Mr. Krishnamurthy Chandramouli</li> <li>Mr. Tanveer Abdul Karim Shaikh</li> </ol>	Chairperson and Non Executive Executive Executive Non-Executive
<p>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</p>		

**II. 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)
19 <sup>th</sup> October 2015	20 <sup>th</sup> January 2016	92 Days

**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*
20 <sup>th</sup> January 2016	Yes	19 <sup>th</sup> October 2015	92 Days

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





<b>V. Related Party Transactions</b>		<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>
	Whether prior approval of audit committee obtained		<b>Yes</b>
	Whether shareholder approval obtained for material RPT		<b>NA</b>
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		<b>Yes</b>
<b>Note</b>			
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here</p>			
<b>VI. Affirmations</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> <p>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.</p> <p>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.</p>			



5. This report submitted in the relevant quarter will be placed before Board of Directors on 20<sup>th</sup> January 2016.



**Name & Designation : K. Krishnamurthy Chandramouly  
Whole Time Director and Company Secretary / Compliance Officer**



**Place: Mumbai**

**Date : 8<sup>th</sup> April 2016**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.



**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

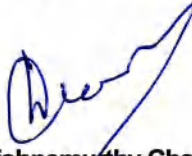
<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	
Details of business	Yes	
Terms and conditions of appointment of Independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of board of directors and senior management personnel	Yes	
Details of establishment of Vigil Mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	Not Applicable	
Policy on dealing with Related Party Transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to Independent Directors	Yes	
Contact information no of the designated officials of the listed entity who are responsible for assisting and handling Investor Grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial Results	Yes	
Shareholding Pattern	Yes	
Details of agreements entered into with the media companies and / or their associates	Not Applicable	
New name and the old name of the listed entity	Yes	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
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 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
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 and Role of Risk Management Committee	21(1),(2),(3),(4)	Yes
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)	Yes
Approval for material Related Party Transactions	23(4)	Not Applicable
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of Independent Directors	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 Share holding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2)&26(5)	Yes

### 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. - **Not Applicable**

Name :   
Designation : **Krishnamurthy Chandramouli**  
**Company Secretary**

