

Quarterly Compliance Report on Corporate Governance  
(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Company: V.R.Woodart Limited

Quarter Ending: September 30, 2019

Annexure I														
Composition of Board of Directors														
Title (Mr / Ms)	Name of the Director	DIN	Category (Chairperson/ Executive/Nonexecutive/ Independent/ Nominee)	Date of Birth	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 of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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.	Natarajan Rajaraman	08299550	Non-Executive - Independent Director	04-04-1960	N.A.	-	10-12-2018	-	-	10	1	1	1	1
Mr.	Dharmesh Patel	08044318	Non-Executive - Independent Director	13-06-1984	N.A.	-	01-02-2018	-	30-08-2019	21	0	0	0	0
Mr	Sanjay Anand	01367853	Executive Director	28-11-1961	N.A.	-	24-09-1998	-	-	-	2	0	2	0
Mrs.	Divya Pai	07915821	Non-Executive – Non Independent Director, Chairperson	03-01-1986	N.A.	-	05-09-2017	-	-	-	1	1	1	1
Mrs.	Sujatha Shetty	08299196	Non-Executive – Non Independent Director	17-10-1973	N.A.	-	10-12-2018	-	-	-	1	0	0	0

### Composition of Committees

<b>Audit Committee Details</b>						
Whether the Audit Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07915821	DIVYA PAI	Non-Executive - Non Independent Director	Member	30-08-2019	
2	08299550	NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Chairperson	30-08-2019	
3	01367853	SANJAY ANAND	Executive Director	Member	24-09-1998	
4	08044318	DHARMESH PATEL	Non-Executive - Independent Director	Chairperson	01-02-2018	30-08-2019

  

<b>Nomination and remuneration committee</b>						
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	08299550	NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Chairperson	30-08-2019	
2	08299196	SUJATHA SHETTY	Non-Executive - Non Independent Director	Member	10-12-2018	
3	07915821	DIVYA PAI	Non-Executive - Non Independent Director	Member	30-08-2019	
4	08044318	DHARMESH PATEL	Non-Executive - Independent Director	Chairperson	01-02-2018	30-08-2019

  

<b>Stakeholders Relationship Committee</b>						
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	07915821	DIVYA PAI	Non-Executive - Non Independent Director	Chairperson	05-09-2017	
2	01367853	SANJAY ANAND	Executive Director	Member	24-09-1998	
3	08299550	NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Member	30-08-2019	
4	08044318	DHARMESH PATEL	Non-Executive - Independent Director	Member	01-02-2018	30-08-2019

**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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	05-04-2019				Yes	5	2
2	11-04-2019		5		Yes	5	2
3	10-06-2019		59		Yes	5	2
4		24-07-2019	43		Yes	5	2
5		30-08-2019	36		Yes	5	2

**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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-04-2019				Yes	3	2
2	Audit Committee	24-07-2019	103			Yes	3	2
3	Stakeholders Relationship Committee	11-04-2019				Yes	3	1
4	Stakeholders Relationship Committee	24-07-2019	103			Yes	3	1
5	Nomination and remuneration committee	01-04-2019				Yes	3	2
6	Nomination and remuneration committee	03-06-2019	62			Yes	3	2

**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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
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 500 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Mrs. Divya Pai
2	Designation	Director

**Annexure III**

**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-
Any other information to be provided				

**Annexure III**

1	Name of signatory	Mrs. Divya Pai
2	Designation	Director

**Signatory Details**

Name of signatory	Mrs. Divya Pai
Designation of person	Director
Place	Mumbai
Date	14-10-2019