

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, 2017

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	Ajay Anand	00373248	Non-Executive - Non Independent Director	16-10-1954	N.A.	-	24-09-1998	-	29-09-2017	-	2	0	0	0
Mr.	Munish Chopra	07928102	Non-Executive - Independent Director	16-10-1971	N.A.	-	05-09-2017	-	-	60	1	1	1	1
Mr	Nitin Panchal	01301731	Non-Executive - Independent Director	20-07-1968	N.A.	-	09-04-2008	-	05-09-2017	60	0	0	0	0
Mr	Sanjay Anand	01367853	Executive Director	28-11-1961	N.A.	-	24-09-1998	-	-	-	2	0	2	0
Mr s.	Divya Pai	07915821	Non-Executive - Non Independent Director, Chairperson	03-01-1986	N.A.	-	05-09-2017	-	-	-	1	0	1	1

## Annexure 1

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Munish Chopra	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Divya Pai	Non-Executive - Non Independent Director	Member	
3	Audit Committee	Sanjay Anand	Executive Director	Member	
4	Nomination and remuneration committee	Munish Chopra	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Divya Pai	Non-Executive - Non Independent Director	Member	
6	Nomination and remuneration committee	Sanjay Anand	Executive Director	Member	
7	Stakeholders Relationship Committee	Munish Chopra	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Divya Pai	Non-Executive - Non Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Sanjay Anand	Executive Director	Member	

**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)
1	26-05-2017		
2		05-09-2017	101
3		07-09-2017	1

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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)	Name of other committee
1	Audit Committee	05-09-2017	Yes	Yes	26-05-2017	101	
2	Stakeholders Relationship Committee	05-09-2017	Yes	Yes	26-05-2017	101	

**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	Yes
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 100 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

### Annexure III

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

#### I. Affirmations

Sr	Broad heading	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	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

**Signatory Details**

Name of signatory	Divya Pai
Designation of person	Compliance Officer
Place	Mumbai
Date	13-10-2017