

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: March 31, 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	-	-	1	1	1	1	0
Mr.	Dharmesh Patel	08044318	Non-Executive - Independent Director	13-06-1984	N.A.	-	01-02-2018	-	-	11	1	1	1	1
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	0	1	1
Mrs.	Sujatha Shetty	08299196	Non-Executive – Non Independent Director	17-10-1973	N.A.	-	10-12-2018	-	-	1	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	Remarks
1	08299550	Mr. NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Member	10-12-2018		
2	08044318	Mr. DHARMESH PATEL	Non-Executive - Independent Director	Chairperson	01-02-2018		
3	01367853	Mr. SANJAY ANAND	Executive Director	Member	24-09-1998		

<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	Remarks
1	08299550	Mr.NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Member	10-12-2018		
2	08299196	Mrs.SUJATHA SHETTY	Non-Executive - Non Independent Director	Member	10-12-2018		
3	08044318	Mr.DHARMESH PATEL	Non-Executive - Independent Director	Chairperson	01-02-2018		

<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	Remarks
1	07915821	Mrs.DIVYA PAI	Non-Executive - Non Independent Director	Chairperson	05-09-2017		
2	08044318	Mr.DHARMESH PATEL	Non-Executive - Independent Director	Member	01-02-2018		
3	01367853	Mr.SANJAY ANAND	Executive Director	Member	24-09-1998		

<b>Risk Management Committee</b>						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks	
N.A.						

<b>Corporate Social Responsibility Committee</b>					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
N.A.					

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**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
1	10-12-2018			
2		14-02-2019	65	

**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	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	Reason for not providing date
1	Audit Committee	14-02-2019	Yes		13-11-2018	92		
2	Stakeholders Relationship Committee	14-02-2019	Yes		13-11-2018	92		

**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	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
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 1**

Sr	Subject	Compliance status
1	Name of signatory	Bijal Kakkad
2	Designation	Company Secretary and Compliance Officer

## Annexure II

**Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Details of business	NA	-
2	Terms and conditions of appointment of independent directors	Yes	-
3	Composition of various committees of board of directors	Yes	-
4	Code of conduct of board of directors and senior management personnel	Yes	-
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	-
6	Criteria of making payments to non-executive directors	NA	-
7	Policy on dealing with related party transactions	Yes	-
8	Policy for determining 'material' subsidiaries	NA	-
9	Details of familiarization programmes imparted to independent directors	Yes	-

## Annexure II

**Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-
11	email address for grievance redressal and other relevant details	Yes	-
12	Financial results	Yes	-
13	Shareholding pattern	Yes	-
14	Details of agreements entered into with the media companies and/or their associates	NA	-
15	New name and the old name of the listed entity	NA	-

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Review of Compliance Reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	Yes	-
6	Code of Conduct	17(5)	Yes	-
7	Fees/compensation	17(6)	Yes	-
8	Minimum Information	17(7)	Yes	-
9	Compliance Certificate	17(8)	Yes	-
10	Risk Assessment & Management	17(9)	Yes	-

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	-
12	Composition of Audit Committee	18(1)	Yes	-
13	Meeting of Audit Committee	18(2)	Yes	-
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	-
17	Vigil Mechanism	22	Yes	-
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	-
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	-
20	Approval for material related party transactions	23(4)	NA	-

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	-
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	-
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	Yes	-
25	Familiarization of independent directors	25(7)	Yes	-
26	Memberships in Committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	-
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Bijal Kakkad
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Bijal Kakkad
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Bijal Kakkad
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	05-04-2019