

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, 2018

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.	Dharmesh Patel	08044318	Non-Executive - Independent Director	13-06-1984	N.A.	-	01-02-2018	-	-	1	1	1	1	1
Mr.	Munish Chopra	07928102	Non-Executive - Independent Director	16-10-1971	N.A.	-	05-09-2017	-	14-02-2018	6	1	1	0	0
Mr	Sanjay Anand	01367853	Executive Director	28-11-1961	N.A.	-	24-09-1998	-	-	-	2	0	2	2
Mrs.	Divya Pai	07915821	Non-Executive - Non Independent Director, Chairperson	03-01-1986	N.A.	-	05-09-2017	-	-	6	1	0	1	1

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01367853	SANJAY ANAND	Executive Director	Member	Textual Information(1)
2	08044318	Mr.DHARMESH PATEL	Non-Executive - Independent Director	Chairperson	Textual Information(2)
3	07915821	Mrs. DIVYA PAI	Non-Executive - Non Independent Director	Member	

Audit Committee Details Text Block	
Textual Information(1)	Resignation on 14.02.2018
Textual Information(2)	Appointed on 01.02.2018

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01367853	Mr. SANJAY ANAND	Executive Director	Member	
2	08044318	Mr.DHARMESH PATEL	Non-Executive - Independent Director	Chairperson	
3	07915821	Mrs. DIVYA PAI	Non-Executive - Non Independent Director	Member	

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	01367853	Mr. SANJAY ANAND	Executive Director	Member	
2	08044318	Mr.DHARMESH PATEL	Non-Executive - Independent Director	Member	
3	07915821	Mrs. DIVYA PAI	Non-Executive - Non Independent Director	Chairperson	

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

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
1	Audit Committee	23-01-2018	Yes		12-12-2017	41	
2	Stakeholders Relationship Committee	23-01-2018	Yes		12-12-2017	41	

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 1

Sr	Subject	Compliance status
1	Name of signatory	Bijal Joshi
2	Designation	Company Secretary and Compliance Office

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)	No	Committee falls short by 1 Independent Director
13	Meeting of Audit Committee	18(2)	Yes	-
14	Composition of nomination & remuneration committee	19(1) & (2)	No	Committee does not fulfil the constitution requirement of all non-executive directors and fifty percent independent directors
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)	NA	-
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

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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 Joshi
2	Designation	Company Secretary and Compliance Office

Signatory Details

Name of signatory	Bijal Joshi
Designation of person	Company Secretary and Compliance Office
Place	Mumbai
Date	10-04-2018