

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, 2020

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	-	-	16	1	1	0	2
Mr.	Kartik Jethwa	08587759	Non-Executive - Independent Director	11-04-1989	N.A.	-	16-10-2019	-	-	6	2	2	2	0
Mr.	Sanjay Anand	01367853	Non-Executive - Non Independent Director	28-11-1961	N.A.	-	24-09-1998	21-02-2020	-	-	2	0	2	0
Mrs.	Divya Pai	07915821	Non-Executive – Non Independent Director	03-01-1986	N.A.	-	05-09-2017	-	22-02-2020	-	1	0	0	0
Mrs.	Sujatha Shetty	08299196	Executive Director, Chairperson	17-10-1973	N.A.	-	10-12-2018	21-02-2020	-	-	1	0	0	0

<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	08299550	NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Chairperson	30-08-2019	
2	07915821	DIVYA PAI	Non-Executive - Non Independent Director	Member	30-08-2019	22-02-2020
3	08587759	KARTIK RAMESH JETHWA	Non-Executive - Independent Director	Member	16-10-2019	
4	01367853	SANJAY ANAND	Non-Executive - Non Independent Director	Member	21-02-2020	

<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	08587759	KARTIK RAMESH JETHWA	Non-Executive - Independent Director	Member	16-10-2019	
3	07915821	DIVYA PAI	Non-Executive - Non Independent Director	Member	30-08-2019	22-02-2020
4	01367853	SANJAY ANAND	Non-Executive - Non Independent Director	Member	21-02-2020	

<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	22-02-2020
2	01367853	SANJAY ANAND	Non-Executive - Non Independent Director	Member	21-02-2020	
3	08299550	NATARAJAN RAJARAMAN	Non-Executive - Independent Director	Chairperson	21-02-2020	
4	08587759	KARTIK RAMESH JETHWA	Non-Executive - Independent Director	Member	16-10-2019	

<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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	05-11-2019				Yes	5	2
2	25-11-2019		19		Yes	5	2
3		23-01-2020	58		Yes	5	2
4		21-02-2020	28		Yes	5	2
5		26-02-2020	4		Yes	4	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	05-11-2019				Yes	3	2
2	Audit Committee	23-01-2020	78			Yes	3	2
3	Stakeholders Relationship Committee	05-11-2019				Yes	3	2
4	Stakeholders Relationship Committee	23-01-2020	78			Yes	3	2
5	Nomination and remuneration committee	15-10-2019				Yes	3	1
6	Nomination and remuneration committee	25-11-2019	40			Yes	3	2

**Annexure 1**

**IV. Meeting of Committees**

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*
7	Nomination and remuneration committee	21-02-2020	87			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	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 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

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Ms. Juhi Nagpal
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	Yes	-
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	Yes	-
7	Policy on dealing with related party transactions	Yes	-
8	Policy for determining 'material' subsidiaries	Yes	-
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	-
16	New name and the old name of the listed entity	NA	-
17	Advertisements as per regulation 47 (1)	Yes	-
18	Credit rating or revision in credit rating obtained	NA	-
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	-
21	Materiality Policy as per Regulation 30	Yes	-
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA	-
23	It is certified that these contents on the website of the listed entity are correct	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.
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), 17(1A) & 17(1B)	Yes	-
3	Meeting of Board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of Compliance Reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of Conduct	17(5)	Yes	-
8	Fees/compensation	17(6)	NA	-
9	Minimum Information	17(7)	Yes	-
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	NA	-
12	Performance Evaluation of Independent Directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of Audit Committee	18(1)	Yes	-
16	Meeting of Audit Committee	18(2)	Yes	-
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	-
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	-
23	Meeting of Risk Management Committee	21(3A)	NA	-
24	Vigil Mechanism	22	Yes	-
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	-
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	-
27	Approval for material related party transactions	23(4)	NA	-
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	-
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	-
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	-
32	Alternate Director to Independent Director	25(1)	NA	-
33	Maximum Tenure	25(2)	Yes	-
34	Meeting of independent directors	25(3) & (4)	Yes	-
35	Familiarization of independent directors	25(7)	Yes	-
36	Declaration from Independent Director	25(8) & (9)	Yes	-
37	D & O Insurance for Independent Directors	25(10)	NA	-
38	Memberships in Committees	26(1)	Yes	-
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	-
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	-
41	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	Ms. Juhi Nagpal
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	Ms. Juhi Nagpal
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Ms. Juhi Nagpal
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	15-04-2020