

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: **VALUE INDUSTRIES LIMITED**

Quarter ending: **30th June, 2017**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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.	Bhujang Shesharao Kakade	PAN: ACTPK4578L DIN: 06383819	Independent	26 th September, 2016	60 Months	1	Nil	2
Mr.	Avinash Chandra Malpani	PAN: AFDPM1436L DIN: 00279976	Independent	14 th August, 2014	60 Months	1	2	Nil
Mr.	Naveen Bhanwarlal Mandhana	PAN: ABEPM0818R DIN: 01222013	Independent	14 th August, 2014	60 Months	1	2	Nil
Mrs.	Gayathri Girish Ramanan	PAN: AJMPG2141D DIN: 07145426	Non-executive	30 th June,2015	30.06.2015 to Present	1	Nil	Nil

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	Mr. Bhujang Shesharao Kakade	Chairman – Independent
	Mr. Avinash Chandra Malpani	Member– Independent
	Mr. Naveen Bhanwarlal Mandhana	Member– Independent
2. Nomination & Remuneration Committee	Mr. Bhujang Shesharao Kakade	Chairman– Independent
	Mrs. Gayathri Girish Ramanan	Member– Non-Executive
	Mr. Naveen Bhanwarlal Mandhana	Member– Independent
3. Risk Management Committee	Mr. Bhujang Shesharao Kakade	Chairman– Independent
	Mr. Avinash Chandra Malpani	Member– Independent
	Mr. Naveen Bhanwarlal Mandhana	Member– Independent
4. Stakeholder’s Relationship Committee	Mr. Bhujang Shesharao Kakade	Chairman– Independent
	Mr. Naveen Bhanwarlal Mandhana	Member– Independent
	Mr. Avinash Chandra Malpani	Member– Independent
<p><i>Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee and Finance and General Affairs Committee. However, the details of the same are not mentioned as the same is not required as per the format given under Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015</i></p>		
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14/02/2017	30/05/2017	104 days

IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement 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
Audit Committee (30/05/2017)	Yes	Audit Committee (14/02/2017)	104 days
Nomination & Remuneration Committee (30/05/2017)	Yes	Nomination & Remuneration Committee (No Meeting)	-
Risk Management Committee (30/05/2017)	Yes	Risk Management Committee (No Meeting)	-
Stakeholder's Relationship Committee (30/05/2017)	Yes	Stakeholder's Relationship Committee (14/02/2017)	104 days

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance Status(Yes/No/NA)</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to Omnibus approval have been reviewed by Audit Committee	N.A.

VI. Affirmations

1. The composition of Board of Directors is in terms of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. The report submitted in the previous quarter has been placed before Board of Directors at the meeting held on 30th May, 2017. There are no comments/observations/advice of the Board. The report for the quarter ended 30th June, 2017, shall be placed before the Board at the ensuing Board meeting. - **Yes**

For **VALUE INDUSTRIES LIMITED**

SUMIT S. MISHRA
COMPANY SECRETARY
MEMBERSHIP NO. A39561