

Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2018

Annexure 1

Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	-	-
Mr.Deepak Anant Pednekar	Non-Executive - Independent Director,Member	-	-
Mrs.Gayathri Girish Ramanan	Non-Executive - Non Independent Director,Member	-	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	-	-

Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	-	-
Mr.Deepak Anant Pednekar	Non-Executive - Independent Director,Member	-	-
Mrs.Gayathri Girish Ramanan	Non-Executive - Non Independent Director,Member	-	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	-	-

Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	-	-
Mr.Deepak Anant Pednekar	Non-Executive - Independent Director,Member	-	-
Mrs.Gayathri Girish Ramanan	Non-Executive - Non Independent Director,Member	-	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	-	-

Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	-	-
Mr.Deepak Anant Pednekar	Non-Executive - Independent Director,Member	-	-
Mrs.Gayathri Girish Ramanan	Non-Executive - Non Independent Director,Member	-	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	-	-

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### Annexure 1

#### 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 meeting (in number of days)
14 Nov 2017	-	0
-	25 Jan 2018	71
-	14 Feb 2018	19

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#### Meeting Of Committees

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether 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)
Audit Committee	25 Jan 2018	Yes,	14 Nov 2017	71
Audit Committee	14 Feb 2018	Yes,	-	0
Nomination and remuneration committee	25 Jan 2018	Yes,	-	0

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### Annexure 1

#### Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	NA	-

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### Annexure 1

#### Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

#### Signatory Details

Name of signatory	BHUJANG S. KAKADE
Designation of person	Director

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Annexure 2

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors 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 or compensation	17(6)	Yes	-
8	Minimum information	17(7)	Yes	-
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
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 and 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)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Policy for related party transaction	23(1),(5), (6),(7) & (8)	NA	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	NA	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	-
23	Maximum directorship and 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)	NA	-

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### Annexure 2

#### Affirmation

Sr.	Particulars	Compliance status (Yes/No)
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

#### Signatory Details

Name of signatory	BHUJANG S. KAKADE
Designation of person	Director