

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

Annexure 1  
Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Bhujang Shesharao Kakade	Non-Executive-Independent Director,Employee Director	26 Sep 2016	-	-	60.00	1	1	1
Mr	Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Employee Director	14 Aug 2014	-	-	60.00	1	1	0
Mr	Deepak Anant Pednekar	Non-Executive - Independent Director,Employee Director	25 Jan 2018	-	-	60.00	1	6	0

Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

Annexure I

Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	26-09-2016	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	14-08-2014	-
Deepak Anant Pednekar	Non-Executive - Independent Director,Member	25-01-2018	-

Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Chairperson	26-09-2016	-
Deepak Anant Pednekar	Non-Executive - Independent Director,Member	14-08-2014	-
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Member	25-01-2018	-

Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	26-09-2016	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	14-08-2014	-
Deepak Anant Pednekar	Non-Executive - Independent Director,Member	25-01-2018	-

Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	26-09-2016	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	14-08-2014	-
Deepak Anant Pednekar	Non-Executive - Independent Director,Member	25-01-2018	-

Corporate Social Responsibility Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Bhujang Shesharao Kakade	Non-Executive - Independent Director,Chairperson	26-09-2016	-
Naveen Bhanwarlal Mandhana	Non-Executive - Independent Director,Member	14-08-2014	-
Deepak Anant Pednekar	Non-Executive - Independent Director,Member	25-01-2018	-

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

### 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)
---	---	---

**No Data Available**

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

### Annexure 1

#### 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)
-------------------	---	---	---	--

**No Data Available**

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

### 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	-

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

### 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	Yes
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	No

#### Signatory Details

Name of signatory	DUSHYANT DAVE
Designation of person	Authorized Signatory

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

## 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)	No	** Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 5th September, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Value Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Dushyant Dave (IP Registration No. IBBI/PA-003/IP-P00061/2017-18/10502) has been appointed as an Interim Resolution Professional and subsequently confirmed as the Resolution Professional by the Committee of Creditor in the 1st CoC ,meeting dated 3rd October 2018, under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Dushyant Dave.
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	No	** Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 5th September, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Value Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Dushyant Dave (IP Registration No. IBBI/PA-003/IP-P00061/2017-18/10502) has been appointed as an Interim Resolution Professional and subsequently confirmed as the Resolution Professional by the Committee of Creditor in the 1st CoC ,meeting dated 3rd October 2018, under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Dushyant Dave.
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	NA	-
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)	No	** Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 5th September, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Value Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Dushyant Dave (IP Registration No. IBBI/PA-003/IP-P00061/2017-18/10502) has been appointed as an Interim Resolution Professional and subsequently confirmed as the Resolution Professional by the Committee of Creditor in the 1st CoC ,meeting dated 3rd October 2018, under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Dushyant Dave.
12	Composition of audit committee	18(1)	Yes	-
13	Meeting of audit committee	18(2)	No	** Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 5th September, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Value Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Dushyant Dave (IP Registration No. IBBI/PA-003/IP-P00061/2017-18/10502) has been appointed as an Interim Resolution Professional and subsequently confirmed as the Resolution Professional by the Committee of Creditor in the 1st CoC ,meeting dated 3rd October 2018, under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Dushyant Dave.
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)	No	** Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 5th September, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Value Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Dushyant Dave (IP Registration No. IBBI/PA-003/IP-P00061/2017-18/10502) has been appointed as an Interim Resolution Professional and subsequently confirmed as the Resolution Professional by the Committee of Creditor in the 1st CoC ,meeting dated 3rd October 2018, under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Dushyant Dave.
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	-

## Corporate Governance

value-industries-ltd	
Scrip Code :500945	Quarter Ending : Mar-2019

### 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	DUSHYANT DAVE
Designation of person	Authorized Signatory