

General information about company

Scrip code	507880
NSE Symbol	VIPIND
MSEI Symbol	notlisted
ISIN	INE054A01027
Name of the entity	V.I.P. Industries Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	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	Notes for not providing PAN	Notes for not providing DIN
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		JATIA			Independent Director		1967								
6	Ms	NISABA ADI GODREJ	AAFPG3636B	00591503	Non-Executive - Independent Director	Not Applicable	12-02-1978	NA	01-04-2019	01-04-2019	12	3	1	0	0
7	Mr	TUSHAR KUMUDRAI JANI	AACPJ5709K	00192621	Non-Executive - Independent Director	Not Applicable	29-04-1953	NA	07-05-2019	30-07-2019	10	2	2	2	1
8	Mr	RAMESH SHRICHAND DAMANI	AABPD1702D	00304347	Non-Executive - Independent Director	Not Applicable	12-05-1957	NA	07-05-2019	30-07-2019	10	3	3	3	1

Audit Committee Details

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	Remarks	
1	00001250	DIPAK KUMAR PODDAR	Non-Executive - Independent Director	Chairperson	24-01-2001			
2	00032012	DILIP GOPIKISAN PIRAMAL	Non-Executive - Non Independent Director	Member	30-01-2007			
3	00016871	AMIT BANWARILAL JATIA	Non-Executive - Independent Director	Member	10-07-2019			

Nomination and remuneration committee

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	Remarks	
1	00001250	DIPAK KUMAR PODDAR	Non-Executive - Independent Director	Chairperson	27-07-2004			
2	00032012	DILIP GOPIKISAN PIRAMAL	Non-Executive - Non Independent Director	Member	30-01-2007			
3	00016871	AMIT BANWARILAL	Non-Executive - Independent Director	Member	20-12-2018			

Stakeholders Relationship Committee

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	Remarks	
1	00016871	AMIT BANWARILAL JATIA	Non-Executive - Independent Director	Chairperson	10-07-2019			
2	00032012	DILIP GOPIKISAN PIRAMAL	Non-Executive - Non Independent Director	Member	30-07-1986			
3	08351249	SUDIP SUNIL KUMAR GHOSE	Executive Director	Member	10-07-2019			

Risk Management Committee

Whether the Risk Management 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	Remarks	
1	00032012	DILIP GOPIKISAN PIRAMAL	Non-Executive - Non Independent Director	Chairperson	01-04-2019			
2	02105221	RADHIKA DILIP PIRAMAL	Executive Director	Member	01-04-2019			
3	08351249	SUDIP SUNIL KUMAR GHOSE	Executive Director	Member	01-04-2019			
4	99999999	JOGENDRA SETHI	Member	Member	01-04-2019	09-01-2020	Textual Information(1)	
5	99999999	DHEERAJ GOYAL	Member	Member	01-04-2019			

Sr Text Block

Textual Information(1)

Mr. Jogendra Sethi has resigned from the Company with effect from 9th January, 2020.

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility 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	Remarks
1	00001250	DIPAK KUMAR PODDAR	Non-Executive - Independent Director	Chairperson	22-05-2018		
2	00032012	DILIP GOPIKISAN PIRAMAL	Non-Executive - Non Independent Director	Member	20-05-2014		
3	02105221	RADHIKA DILIP PIRAMAL	Executive Director	Member	20-05-2014		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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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	07-11-2019				Yes	7	4
2		12-02-2020	96		Yes	7	4

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	07-11-2019				Yes	3	2
2	Audit Committee	12-02-2020	96			Yes	3	2
3	Risk Management Committee	12-02-2020			The Company had conducted its first Risk Management committee meeting on 12th February, 2020.	Yes	3	0
4	Stakeholders Relationship Committee	09-10-2019				Yes	3	1
5	Stakeholders Relationship Committee	09-01-2020	91			Yes	3	1
6	Stakeholders Relationship Committee	23-10-2019				Yes	3	1

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	Stakeholders Relationship Committee	21-01-2020	89			Yes	3	1
8	Stakeholders Relationship	07-11-2019				Yes	3	1

	Committee					
9	Stakeholders Relationship Committee	04-02-2020	88	Yes	3	1
10	Stakeholders Relationship Committee	25-11-2019		Yes	2	0
11	Stakeholders Relationship Committee	25-02-2020	91	Yes	3	1
12	Stakeholders Relationship Committee	11-12-2019		Yes	3	1
13	Stakeholders Relationship Committee	13-03-2020	92	Yes	3	1

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	Yes	
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	Yes	

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)	Yes
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	Anand Daga
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.	Web address
1	Details of business	Yes		http://www.vipindustries.co.in/brands.php
2	Terms and conditions of appointment of independent directors	Yes		http://vipindustries.co.in/corporate-governance.php
3	Composition of various committees of board of directors	Yes		http://vipindustries.co.in/board-of-directors.php
4	Code of conduct of board of directors	Yes		http://vipindustries.co.in/

	and senior management personnel		corporate-governance.php
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	http://vipindustries.co.in/policies.php
6	Criteria of making payments to non-executive directors	Yes	http://vipindustries.co.in/policies.php
7	Policy on dealing with related party transactions	Yes	http://vipindustries.co.in/policies.php
8	Policy for determining 'material' subsidiaries	Yes	http://vipindustries.co.in/policies.php
9	Details of familiarization programmes imparted to independent directors	Yes	http://vipindustries.co.in/corporate-governance.php

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.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://vipindustries.co.in/contact.php
11	email address for grievance redressal and other relevant details	Yes		http://vipindustries.co.in/contact.php
12	Financial results	Yes		http://vipindustries.co.in/financial-information.php
13	Shareholding pattern	Yes		http://vipindustries.co.in/investor-information.php#1
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	Yes		http://vipindustries.co.in/investor-information.php#5 http://vipindustries.co.in/financial-information.php
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://vipindustries.co.in/investor-information.php#5

18	Credit rating or revision in credit rating obtained	Yes	http://vipindustries.co.in/investor-information.php#5
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	http://vipindustries.co.in/financial-information.php
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	http://www.vipindustries.co.in/
21	Materiality Policy as per Regulation 30	Yes	http://www.vipindustries.co.in/policies.php
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	http://www.vipindustries.co.in/policies.php
23	It is certified that these contents on the website of the listed entity are correct	Yes	http://www.vipindustries.co.in/

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)	Yes	
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)	Yes	
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)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
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)	Yes	

27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
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)	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.
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)	Yes	
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	Anand Daga
2	Designation	Company Secretary and Compliance Officer

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 Any other information to be provided	Yes

Annexure II

1	Name of signatory	Anand Daga
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Anand Daga
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	07-05-2020