

General information about company	
Scrip code	533427
NSE Symbol	
MSEI Symbol	
ISIN	INE932K01015
Name of the entity	VMS INDUSTRIES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	MANOJKUMAR JAIN	ABUPJ3093R	02190018	Executive Director	Chairperson	MD	29-09-2014			1	0	0		
2	Mrs	SANGEETA JAIN	ADBPJ6532G	00125273	Executive Director	Not Applicable		29-09-2014			1	1	1		
3	Mr	AJITKUMAR BHAJANLAL JAIN	ADAPJ7975L	00114766	Non-Executive - Non Independent Director	Not Applicable		30-09-2012			1	1	0		
4	Mr	BAKUL KISHANLAL MEHTA	AGNPM2902J	02902485	Non-Executive - Independent Director	Not Applicable		29-09-2014		60	1	3	1		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	PRANAVKUMAR VINAYKANT PARIKH	ABCPP1785A	02906210	Non-Executive - Independent Director	Not Applicable		29-09-2014		60	1	2	1		
6	Mr	HITESH LOONIA	ABUPL1185A	02906216	Non-Executive - Independent Director	Not Applicable		29-09-2014		60	1	1	0		

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	02902485	BAKUL KISHANLAL MEHTA	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	00114766	AJITKUMAR BHAJANLAL JAIN	Non-Executive - Non Independent Director	Member	30-09-2012		
3	02906210	PRANAVKUMAR VINAYKANT PARIKH	Non-Executive - Independent Director	Member	29-09-2014		

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	02906210	PRANAVKUMAR VINAYKANT PARIKH	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	02902485	BAKUL KISHANLAL MEHTA	Non-Executive - Independent Director	Member	29-09-2014		
3	00114766	AJITKUMAR BHAJANLAL JAIN	Non-Executive - Non Independent Director	Member	30-09-2012		

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	02906216	HITESH LOONIA	Non-Executive - Independent Director	Chairperson	29-09-2014		
2	02902485	BAKUL KISHANLAL MEHTA	Non-Executive - Independent Director	Member	29-09-2014		
3	00125273	SANGEETA JAIN	Executive Director	Member	29-09-2014		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
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
1	22-12-2018			
2		28-01-2019	36	
3		13-02-2019	15	
4		01-03-2019	15	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								Reason for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	
1	Audit Committee	13-02-2019	Yes	3	05-11-2018	99		

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	
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	
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 100 listed entities)	
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.	
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.	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	
2	Designation	

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		www.vmsil.com
2	Terms and conditions of appointment of independent directors	Yes		www.vmsil.com
3	Composition of various committees of board of directors	Yes		www.vmsil.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.vmsil.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vmsil.com
6	Criteria of making payments to non-executive directors	Yes		www.vmsil.com
7	Policy on dealing with related party transactions	Yes		www.vmsil.com
8	Policy for determining 'material' subsidiaries	Yes		www.vmsil.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.vmsil.com

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		www.vmsil.com
11	email address for grievance redressal and other relevant details	Yes		www.vmsil.com
12	Financial results	Yes		www.vmsil.com
13	Shareholding pattern	Yes		www.vmsil.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.vmsil.com

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)		
2	Board composition	17(1)		
3	Meeting of Board of directors	17(2)		
4	Review of Compliance Reports	17(3)		
5	Plans for orderly succession for appointments	17(4)		
6	Code of Conduct	17(5)		
7	Fees/compensation	17(6)		
8	Minimum Information	17(7)		
9	Compliance Certificate	17(8)		
10	Risk Assessment & Management	17(9)		

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	Performance Evaluation of Independent Directors	17(10)		
12	Composition of Audit Committee	18(1)		
13	Meeting of Audit Committee	18(2)		
14	Composition of nomination & remuneration committee	19(1) & (2)		
15	Composition of Stakeholder Relationship Committee	20(1) & (2)		
16	Composition and role of risk management committee	21(1),(2),(3),(4)		
17	Vigil Mechanism	22		
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)		
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)		
20	Approval for material related party transactions	23(4)		

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	Composition of Board of Directors of unlisted material Subsidiary	24(1)		
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)		
23	Maximum Directorship & Tenure	25(1) & (2)		
24	Meeting of independent directors	25(3) & (4)		
25	Familiarization of independent directors	25(7)		
26	Memberships in Committees	26(1)		
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)		
28	Disclosure of Shareholding by Non-Executive Directors	26(4)		
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)		
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	
2	Designation	

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	

Annexure II		
1	Name of signatory	
2	Designation	

Signatory Details	
Name of signatory	
Designation of person	
Place	
Date	

