

**ANNEXURE I**

1. Name of Listed Entity: VINATI ORGANICS LIMITED
2. Quarter ending: 31.03.2017

<b>I. Composition of Board of Directors</b>								
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)	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)
Mr.	Vinod Saraf	AAGP S 5421 D & 00076708	Managing Director Non-independent Executive	15.06.1989	-	1	1	-
Mr.	Girish M. Dave	AABP D 1235 F & 00036455	Independent Non-Executive	24.09.1990	4.6438	4	3	1
Mr.	R. K. Saraswat	ABRP S 7391 E & 00015095	Independent Non-Executive	24.01.2011	4.6438	3	2	3
Mr.	C. B. Gokhale	AABP G 3420 D & 00079489	Independent Non-Executive	05.08.1994	4.6438	1	1	-
Mr.	A. A. Krishnan	AACP K 8296 L & 00086374	Independent Non-Executive	27.03.1992	4.6438	2	1	1
Mr.	Sunil Saraf	ANQP S 7468 H & 00076887	Non-independent, Non-Executive	15.06.1989	-	1	-	-
Ms.	Vinati Saraf Mutreja	ARTP S 7699 M & 00079184	Executive Director Non-independent Executive	20.05.2006	-	1	1	-
Ms.	Viral Saraf Mittal	AZBP S 0317 C & 02666028	Director Corporate Strategy, Non-independent Executive	19.05.2009	-	1	-	-
Mr.	Mohit Mutreja	AMEP M 6378 D & 02666018	Non-independent, Non-Executive	19.05.2009	-	1	-	-

§PAN number of any director would not be displayed on the website of Stock Exchange  
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/independent/Nominee)<sup>&amp;</sup></i>	
1. Audit Committee	Mr. R. K. Saraswat Mr. Girish M. Dave Mr. C. B. Gokhale	Independent Director – Chairman Independent Director – Member Independent Director – Member	
2. Nomination & Remuneration Committee	Mr. Girish M. Dave Mr. A. A. Krishnan Mr. Sunil Saraf	Independent Director – Chairman Independent Director – Member Non-Independent Director – Member	
3. Risk Management Committee(if applicable)	Mr. Vinod Saraf Mr. Girish M. Dave Ms. Vinati Saraf Mutreja Ms. Viral Saraf Mittal Mr. N. K. Goyal	Managing Director Independent Director – Chairman Executive Director Director – Corporate Strategy Chief Financial Officer	
4. Stakeholders Relationship Committee'	Mr. A. A. Krishnan Mr. Vinod Saraf Ms. Vinati Saraf Mutreja	Independent Director – Chairman Managing Director – Member Executive Director - Member	
<sup>&amp;</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen			
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
29.10.2016	04.02.2017	97	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
04.02.2017	Yes	29.10.2016	97
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<i>Subject</i>		<i>Compliance status (Yes/No/NA)<sup>refer note below</sup></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		Yes	
<b>Note</b>			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			

**VI. Affirmations**

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.**
  - b. Nomination & Remuneration Committee – **Yes.**
  - c. Stakeholders Relationship Committee – **Yes.**
  - d. Risk Management Committee (applicable to the top 100 listed entities) – **Yes.**
3. 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.**
4. 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.**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For **Vinati Organics Limited**

**Sd/-**

**G. S. Singhi**  
**Company Secretary / Compliance Officer**

1. Name of Listed Entity: VINATI ORGANICS LIMITED
2. Quarter ending: 31.03.2017

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N/A	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	N/A	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N/A
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N/A
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations: N/A</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>For <b>Vinati Organics Limited</b></p> <p><b>Sd/-</b></p> <p><b>G. S. Singhi</b>  <b>Company Secretary cum Finance Controller</b></p>		