

# Corporate Governance

## Report

### PHILOSOPHY OF THE COMPANY ON THE CODE OF CORPORATE GOVERNANCE

Vakrangee's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices. Corporate Governance is that crucial muscle which encourages and moves a viable and accessible financial reporting structure and which enables a transparent system. Through the Governance mechanism in the Company, the Board along with its Committees undertake its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organization and of their own role as trustees on behalf of the shareholders. Strong corporate governance is indispensable to resilient and vibrant capital markets and is an important instrument of investor protection.

At Vakrangee, our aspirations have always been of protecting, strengthening and aligning together the interest of all the stakeholders and to satisfy that we strive hard to implement and continue to follow our core values which are "Belief in people, Entrepreneurship, Customer orientation and pursuit of excellence". Your Company endeavors to put in the right pedestal blocks for future growth and ensuring that we achieve our ambitions in a prudent and sustainable manner with strict adherence to best corporate governance practices.

Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and societal expectations.

At Vakrangee, we are committed to meeting the aspirations of all our stakeholders. This is demonstrated in shareholder returns, our credit ratings, governance processes and an entrepreneurial and performance focused work environment.

The Board of Directors manages the affairs of the company in the best interest of the shareholders, providing necessary guidance and strategic vision. The Board is also responsible to ensure that the Company's management and employees operate with the highest degree of ethical standards.

Over the years, governance processes and systems have been strengthened and institutionalized at Vakrangee. Your Company is committed to maintain the highest standards of Corporate

Governance. Your directors adhere to the stipulations set out in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR 2015).

Your Board of Directors present the Corporate Governance Report for the year 2019-20:

### BOARD OF DIRECTORS

#### Composition:

The Board comprises of majority of Independent Directors. It has a good mix of Executive and Non-Executive Directors including Independent Directors with more than fifty percent of the board comprising of non-executive Independent Directors. As on date of this Report, the Board consists of Nine Directors comprising five non-executive Independent Directors (including one women director), one non-executive Non Independent Director, one Nominee Director representing Life Insurance Corporation of India Limited (LIC), holding equity investment in the Company and two Executive Directors.

None of the Directors of your Company are inter-se related to each other. The profiles of the Directors can be found on [https://www.vakrangee.in/board\\_of\\_director.html](https://www.vakrangee.in/board_of_director.html). The composition of Board is in conformity with the SEBI LODR 2015.

The Chairperson of the Board is a Non-Executive Independent Director and not related to any of the Directors of the Company.

None of the Director on the Board is a Member of more than ten Committees or Chairman of five Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all the Indian public companies in which he/she is a Director. Necessary disclosures regarding their committee positions have been made by all the Directors.

None of the Directors hold office in more than ten public companies and seven Listed entities. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed companies. All Directors are also in compliance with the limit on Independent Directorships of Listed Companies as prescribed under regulation 17A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

None of the Whole-time Director/Managing Director is an Independent Director in any other listed companies.

## CORPORATE GOVERNANCE REPORT

Board is of the opinion that the Independent Directors fulfil the conditions specified in the SEBI LODR 2015 and are independent of the Management.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board Members:

- Knowledge on Company's business, policies and culture, major risks, threats and potential opportunities and knowledge of the Industry.
- Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
- Business Strategy, sales and marketing, corporate governance, forex management administration, decision making.
- Technical/Professional skills and specialized knowledge in relation to Company's business.

The Board consists of 9 directors. The details of the Board of Directors as on March 31, 2020 are given below:

Name	Category	Designation	Date of appointment	No. of other Directorship held #	Directorship in other Listed Company and category of Directorship	Chairmanship in Committees of Boards of other companies\$	Membership in Committees of Boards of other companies
Mr. Ramesh Joshi*	Non Executive, Independent	Chairman	20/10/2006	NIL	NIL	NIL	NIL
Mr. Dinesh Nandwana*	Promoter & Executive	Managing Director & Group CEO	28/05/1990	3	NIL	NIL	NIL
Dr. Nishikant Hayatnagarkar	Executive	Whole-Time Director	27/08/1999	1	NIL	NIL	NIL
Mr. Anil Khanna*	Non Executive	Director	25/01/2019	NIL	NIL	NIL	NIL
Mr. Sunil Agarwal	Non Executive, Independent	Director	28/06/2002	NIL	NIL	NIL	NIL
Mr. B. L. Meena	Non Executive, Independent	Director	25/10/2010	NIL	NIL	NIL	NIL
Mr. Ranbir Datt	Non Executive	Nominee Director, representing LIC of India	12/02/2018	NIL	NIL	NIL	NIL
Mr. Avinash Vyas	Non Executive, Independent	Director	14/11/2014	NIL	NIL	NIL	NIL
Mrs. Sujata Chattopadhyay	Non Executive, Independent	Director	31/03/2015	4	1) IITL Projects Limited - Non Executive, Independent Director 2) Polygenta Technologies Ltd - Non - Executive, Independent Director 3) Industrial Investment Trust Limited - Non - Executive, Independent Director 4) Steel Exchange India Limited - Non - Executive, Independent Director - Non Executive Director	1	2

**\*With effect from January 24, 2020, the Board has re-designated Mr. Dinesh Nandwana as Managing Director & Group CEO in place of Mr. Anil Khanna who continues as Non-Executive Director of the Company and Mr. Ramesh Joshi was appointed as Non-Executive Chairman of the Company.**

**# Excludes alternate directorship and directorship in Foreign Companies, Private Companies and Companies governed by Section 8 of the Companies Act, 2013.**

**\$ for the purpose of calculating total membership and chairmanship, only Audit Committee and Stakeholders Relationship Committee in public limited companies, whether listed or not are considered as per Regulation 26(1) of the SEBI LODR 2015.**

**BOARD MEETINGS:**

During the financial year 2019-20, your Board met five times on 10/05/2019, 13/08/2019, 13/11/2019, 24/01/2020 and 13/02/2020, with a maximum time gap not exceeding one hundred and twenty (120) days intervening between two consecutive board meetings as per Section 173 of Companies Act, 2013 read with Regulation 17 of SEBI LODR 2015. The necessary quorum was present for all the meetings. All the Board meetings were held at the Company's registered office at Mumbai, India.

The attendance of the directors at the Board Meeting and Annual General Meeting (AGM) held during the year is given below:

Name of the Director	Number of meetings attended	Attended Last AGM	Shareholding in the Company as of March 31, 2020 (no. of shares)
Mr. Ramesh Joshi	5	Yes	500
Mr. Dinesh Nandwana	5	Yes	69107095
Dr. Nishikant Hayatnagarkar	5	Yes	149288
Mr. Sunil Agarwal	5	No	NIL
Mr. B. L. Meena	4	No	34255
Mr. Avinash Vyas	5	Yes	NIL
Ms. Sujata Chattopadhyay	4	Yes	NIL
Mr. Ranbir Datt	4	No	NIL
Mr. Anil Khanna	4	Yes	1794979

**MEETING OF INDEPENDENT DIRECTORS**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI LODR 2015, a separate meeting of the Independent Directors of the Company was held on November 13, 2019 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

**BOARD COMMITTEES**

The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The constitution of the committees and their terms of reference are set out as below:

**AUDIT COMMITTEE**

The constitution of Audit Committee is in compliance with the requirements of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI LODR 2015.

**Terms of reference**

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examining with management the quarterly financial results before submission to the Board;
- reviewing and examining with management the annual financial statements before submission to the Board and the auditors' report thereon before submission to the board for approval with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) compliance with listing and other legal requirements relating to financial statements;
  - (f) disclosure of any related party transactions;
  - (g) modified opinion(s) in the draft audit report;

**CORPORATE GOVERNANCE REPORT**

- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the commencement of audit, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- evaluating 'undertaking or assets' of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism;
- reviewing the utilization of loans and/or advances from/ investment in subsidiaries.

**Composition**

The composition of Audit Committee as on March 31, 2020 is as follows:

Sr. No	Name of the Director	Designation
1.	Mr. B. L. Meena	Independent Director (Chairman)
2.	Mr. Ramesh Joshi	Independent Director
3.	Mr. Avinash Vyas	Independent Director

**Meetings & Attendance during the year**

There were four meetings of the Audit Committee viz. on May 10, 2019, August 13, 2019, November 13, 2019, and February 13, 2020 and following is the table showing attendance for the same. The Company Secretary acts as the Secretary to the Committee. The gap between two consecutive meetings were not more than 120 days. The details of meeting attended by its members is as follows:

Name of the Director	Category	No. of meetings held	No. of meetings attended
Mr. B. L. Meena	Independent Director (Chairman)	4	3
Mr. Ramesh Joshi	Independent Director	4	4
Mr. Avinash Vyas	Independent Director	4	4

Due to illness, the Chairman of the Audit Committee was not present at the last Annual General Meeting.

**NOMINATION AND REMUNERATION AND COMPENSATION COMMITTEE**

The Nomination and Remuneration and Compensation Committee (NRC Committee) of the Company consists of two non-executive Independent Directors and one non-executive Nominee Director and its composition is as per the requirements of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI LODR 2015. Its composition as on March 31, 2020 is as follows:

Sr. No	Name of the Director	Designation
1.	Mr. Avinash Vyas	Independent Director (Chairman)
2.	Mr. Ramesh Joshi	Independent Director
3.	Mr. Ranbir Datt	Nominee Director

Terms of Reference of the committee inter-alia includes:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other functions as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### Meetings & Attendance during the year

During the year under review, total five meetings of the NRC Committee were held on August 12, 2019, November 13, 2019, January 06, 2020, January 14, 2020, and January 24, 2020 and following is the table showing attendance for the same. The details of meeting attended by its members is as follows:

Name of the Director	Category	No. of meetings held	No. of meetings attended
Mr. Avinash Vyas	Independent Director (Chairman)	5	5
Mr. Ramesh Joshi	Independent Director	5	5
Mr. Ranbir Datt	Nominee Director	5	5

The composition of the committee was re-constituted on July 19, 2019 and Mr. Ramesh Joshi was designated as Chairman of the Committee and Mr. Avinash Vyas and Mr. Ranbir Datt were appointed as members.

Further w.e.f January 24, 2020, Mr. Avinash Vyas, member of the committee was designated as Chairman of the committee in place of Mr. Ramesh Joshi who continues to be Member of the Committee.

The Board of Directors has framed the Nomination and Remuneration and Compensation Policy on Nomination and remuneration of Directors, Key Managerial Personnel and Senior Management and the same is available on [https://www.yakrangee.in/policies\\_and\\_guidelines.html](https://www.yakrangee.in/policies_and_guidelines.html). The remuneration paid to the Executive Directors is in accordance with the provisions of Section 197 and Part II of Schedule V of Companies Act, 2013.

Non-Executive Directors have been paid sitting fee as per the limit prescribed under the Companies Act, 2013 for attending Board Meetings and the meetings of the committees thereof.

The Directors, whether whole-time or not, but excluding Independent Directors and Promoters of the Company and its subsidiaries, working in India or abroad shall be eligible to participate in the ESOP Schemes of the Company, provided that a director holding, either by himself or through his relative or through any body corporate, directly or indirectly, more than 10% of the outstanding equity shares of the company shall not be entitled to participate in the ESOP Schemes of the company.

#### Performance Evaluation of Board of Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI LODR 2015, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate meeting held on November 13, 2019.

#### Remuneration of Directors

The details of remuneration paid to Directors during the financial year 2019-2020 are as under:

##### (a) Non - Executive Directors

Name of Directors	Sitting Fees
Mr. Ramesh Joshi	3.95
Mr. Sunil Agarwal	2.50
Mr. B. L. Meena	2.15
Mr. Avinash Vyas	3.95
Ms. Sujata Chattopadhyay	2.00
Mr. Ranbir Datt	3.25

Independent Directors and Non – Independent, Non - Executive Directors are paid sitting fees of ₹ 50,000/- for attending each Meeting of the Board and Members of the Audit Committee are paid sitting fees of ₹ 5,000/- per meeting and Members of the Nomination and Remuneration and Compensation Committee are paid sitting fees of ₹ 25,000/- per meeting.

Sitting fees paid to Independent Directors and Non - Independent Non - Executive Directors are within the regulatory limits.

**CORPORATE GOVERNANCE REPORT**

(b) Executive Directors

(₹ in Lakhs)

Particulars	Mr. Dinesh Nandwana	Dr. Nishikant Hayatnagarkar	Mr. Anil Khanna**
Basic	96.00	32.99	375.00
Allowances	96.00	12.14	NIL
HRA	48.00	13.37	187.50
Others (Bonus & Leave Encashment)	NIL	NIL	NIL
Perquisites on account of Stock Options exercised	NIL	15.40*	NIL
Total	240.00	73.90	562.50

\* In accordance with the definition of perquisites under the Income-tax Act, 1961, the remuneration includes the value of stock options only on those shares that have been exercised during the period.

\*\* The service contract for Mr. Anil Khanna was for a period of five years w.e.f. January 25, 2019. The notice period was six months and there was no severance fees. On January 24, 2020 Mr. Anil Khanna was re-designated as Non-Executive Director and all the stock options granted to him were forfeited by the NRC Committee of the Company. The total remuneration amounted to Rs.1112.93 lakhs including other emoluments as per the terms of agreement.

The service contracts for Mr. Dinesh Nandwana and Dr. Nishikant Hayatnagarkar is for a period of five years effective from October 1, 2019 and October 1, 2015 respectively. The notice period is six months for Mr. Dinesh Nandwana and three months for Dr. Nishikant Hayatnagarkar. There are no severance fees.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

During the Financial Year under review, one meeting of stakeholder relationship committee was held on November 13, 2019 and all the members were present at the meeting.

As per the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI LODR 2015, the company has constituted Stakeholders Relationship Committee.

The composition of the Committee as on March 31, 2020 is as follows:

Sr. No	Name of the Director	Designation
1.	Mr. Ramesh Joshi	Independent Director (Chairman)
2.	Mr. B. L. Meena	Independent Director
3.	Dr. Nishikant Hayatnagarkar	Executive Director

**The Terms of Reference of the committee include:**

- De-materialization of Shares
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meeting etc.

- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the listed entity in respect of various service being rendered by the Registrar and Share Transfer Agent.
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Any other related issue.

Mr. Mehul Raval, Company Secretary functions as Compliance Officer as required under SEBI LODR 2015 and also acts as Nodal Officer to ensure compliance with IEPF Rules.

During the financial year under review, 6 complaints were received from the shareholders. All complaints have been redressed to the satisfaction of the shareholders and none of them were pending as on March 31, 2020.

The Company had no transfers pending at the close of 31.03.2020.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

As per the requirements of Section 135 of the Companies Act, 2013, the Company has, constituted a Corporate Social Responsibility Committee (the "CSR Committee"). The company has adopted a CSR Policy which is available on the website of the Company.

The composition of the committee as on March 31, 2020 is as follows:

Sr. No	Name of the Director	Designation
1.	Mr. Dinesh Nandwana	Managing Director & Group CEO (Chairman)
2.	Mr. Ramesh Joshi	Independent Director
3.	Mr. Sunil Agarwal	Independent Director

The role of Corporate Social Responsibility Committee is as follows:

- formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- recommending the amount of expenditure to be incurred on CSR activities of the Company;
- reviewing the performance of Company in the area of CSR;
- monitoring CSR Policy of the Company from time to time;
- monitoring the implementation of the CSR projects or programs or activities undertaken by the Company.

#### RISK MANAGEMENT COMMITTEE

As per the requirements of Regulation 21 of SEBI LODR 2015, the company has constituted Risk Management Committee.

During the Financial Year under review, one meeting of risk management committee was held on September 30, 2019 and all the members were present at the meeting.

The composition of the Committee as on March 31, 2020 is as follows:

Sr. No	Name of the Director	Designation
1.	Ms. Sujata Chattopadhyay	Chairperson
2.	Mr. Dinesh Nandwana	Member
3.	Dr. Nishikant Hayatnagarkar	Member
4.	Mr. Prabodh Bhusari	Member

#### The brief Terms of Reference of the committee include:

- To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
- To establish a framework for the company's risk management process and to ensure its implementation.
- To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- To assure business growth with financial stability.

#### General Body Meetings

Date, Venue and Time for the last three Annual General Meetings.

Date	Venue	Time	Special Resolutions passed
September 25, 2019	Courtyard by Marriott Mumbai International Airport, CTS 215, Opposite Carnival Cinemas, Andheri Kurla Road, Andheri East, Mumbai, 400059.	10.00 AM	7
September 28, 2018	The Lalit Plaza, Sahar Airport Road, Andheri (East), Mumbai – 400059.	10.00 AM	2
September 23, 2017	Hotel Sofitel Mumbai BKC, C 57 Bandra Kurla Complex Bandra East, Mumbai, 400051.	11.00 AM	NIL



**CORPORATE GOVERNANCE REPORT****RESOLUTION(S) PASSED THROUGH POSTAL BALLOT**

No postal ballot was conducted during the financial year 2019-20. None of the businesses are proposed to be conducted through Postal Ballot.

**MEANS OF COMMUNICATION:**

Quarterly, half-yearly and annual financial results of the Company are communicated to the stock exchanges immediately after the same are approved by the Board and those are published in prominent English (Free Press Journal) and Marathi (Nav Shakti) newspapers. The results and other news releases are also posted on the Company's website, [www.vakrangee.in](http://www.vakrangee.in).

Detailed Investor's presentations on the Company's quarterly, half - yearly as well as annual financial results are available on the Company's website, [www.vakrangee.in](http://www.vakrangee.in), and are also sent to the Stock Exchanges.

**EQUITY SHARES IN THE SUSPENSE ACCOUNT**

As on March 31, 2020, no shares are lying in suspense account.

**GENERAL SHAREHOLDERS INFORMATION****Annual General Meeting**

The 30th Annual General Meeting (AGM) of the Company will be held on September 28, 2020 at 11.00 AM. The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

**Financial Year**

The financial year of the company is April 1 to March 31.

**Financial Calendar for 2020-21**

Tentative Schedule	Likely Board Meeting Schedule
Financial reporting for the quarter ending June 30, 2020	On or before August 14, 2020
Financial reporting for half year ended September 30, 2020	On or before November 14, 2020
Financial reporting for the quarter ending December 31, 2020	On or before February 14, 2021
Financial reporting for the year ended March 31, 2021	On or before May 30, 2021
Annual General Meeting for the year ending March 31, 2021	On or before September 30, 2021

**Book Closure:**

As mentioned in the Notice of this AGM.

**Dividend payment:****i. Payment date:**

Dividend, when declared at the AGM, will be paid within 30 days from the date of AGM.

**Listing on Stock Exchanges:**

Your company's securities are listed on the following stock exchanges.

**BSE Ltd.**

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

**National Stock Exchange of India Ltd.**

Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra East, Mumbai - 400 051.

Listing fees as applicable have been paid to the above Stock Exchanges.



**Stock Code**

Stock Exchange	Code
BSE Ltd.	511431
National Stock Exchange of India Ltd.	VAKRANGEE
ISIN no. for Equity Shares (NSDL & CDSL)	INE051B01021

**Stock Market Data relating to Equity Shares listed in India:**

Month (2019-20)	Price on BSE during each month		Volume traded	Price on NSE during each month		Volume traded
	High	Low		High	Low	
April	70.95	50.50	3,66,94,958	71.00	50.55	19,43,38,267
May	66.00	45.10	3,15,46,570	66.25	45.00	12,56,32,921
June	48.30	28.90	2,38,16,232	48.40	28.90	10,40,78,805
July	38.20	28.10	1,72,02,818	38.20	31.30	7,98,97,139
August	37.60	22.75	1,62,75,426	37.65	22.75	8,28,67,862
September	35.05	27.80	1,10,13,349	35.10	27.90	7,09,56,715
October	35.80	23.55	1,53,23,496	35.85	23.50	14,59,90,444
November	41.90	35.60	1,09,35,841	41.75	35.55	9,96,69,893
December	47.95	39.20	86,33,320	48.00	40.20	9,07,89,798
January	55.50	45.60	83,29,258	55.70	45.55	9,02,48,936
February	50.50	39.45	73,10,622	50.30	39.50	4,30,38,015
March	41.30	19.80	98,39,117	40.85	19.90	4,05,02,438

**Stock Performance of Vakrangee Limited v/s. BSE Sensex & Nifty:**

Month (2019-20)	Price on BSE during each month		Volume traded	Sensex	Price on NSE during each month		Volume traded	Nifty
	High	Low			High	Low		
April	70.95	50.50	3,66,94,958	39,031.55	71.00	50.55	19,43,38,267	11748.15
May	66.00	45.10	3,15,46,570	39,714.20	66.25	45.00	12,56,32,921	11922.80
June	48.30	28.90	2,38,16,232	39,394.64	48.40	28.90	10,40,78,805	11788.85
July	38.20	28.10	1,72,02,818	37,481.12	38.20	31.30	7,98,97,139	11118.00
August	37.60	22.75	1,62,75,426	37,332.79	37.65	22.75	8,28,67,862	11023.25
September	35.05	27.80	1,10,13,349	38,667.33	35.10	27.90	7,09,56,715	11474.45
October	35.80	23.55	1,53,23,496	40,129.05	35.85	23.50	14,59,90,444	11877.45
November	41.90	35.60	1,09,35,841	40,793.81	41.75	35.55	9,96,69,893	12056.05
December	47.95	39.20	86,33,320	41,253.74	48.00	40.20	9,07,89,798	12168.45
January	55.50	45.60	83,29,258	40,723.49	55.70	45.55	9,02,48,936	11962.10
February	50.50	39.45	73,10,622	38,297.29	50.30	39.50	4,30,38,015	11201.75
March	41.30	19.80	98,39,117	29,468.49	40.85	19.90	4,05,02,438	8281.10

**Registrar and Share Transfer Agent:****Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059.

Telephone No. : 022-62638200

Fax No. : 022-28475207

Email : [info@bigshareonline.com](mailto:info@bigshareonline.com)

**CORPORATE GOVERNANCE REPORT****Share Transfer System**

In terms of Regulation 40(1) of SEBI LODR 2015, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

All requests for dematerialisation of shares are processed and the confirmation is given to respective Depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited, generally within 21 days.

The Company obtains half-yearly certificate from a Company Secretary in Practice to the effect that all certificates have been issued within thirty days of the date of lodgement of the transfer, sub division, consolidation and renewal as required under Regulation 40(9) of SEBI LODR 2015 and files a copy of the said certificate with the concerned Stock Exchanges.

**Distribution of shareholding as on March 31, 2020: - (Face Value Re. 1/- per Share)**

Category (No. of Shares)	No. of shareholders	% of shareholders	No. of shares	% total equity
0-5000	133668	96.0714	59483369	5.6148
5001-10000	2463	1.7702	18284297	1.7259
10001-20000	1355	0.9739	19658281	1.8556
20001-30000	476	0.3421	11738522	1.1080
30001-40000	254	0.1826	8961904	0.8459
40001-50000	170	0.1222	7897810	0.7455
50001-100000	315	0.2264	22593527	2.1327
100001- above	433	0.3112	910787930	85.9716
<b>Total</b>	<b>139134</b>	<b>100.0000</b>	<b>1059405640</b>	<b>100.0000</b>

**Category wise Shareholding as on March 31, 2020**

Category	No. of Shares	%
Promoters	451353165	42.60
Financial Institutions/Banks	3525952	0.33
Insurance Companies	66991981	6.32
Foreign Portfolio Investors	123724492	11.68
Public	413810050	39.07
<b>Total</b>	<b>1059405640</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity:**

The Company's shares are traded in dematerialized form and are available for trading with both the depositories, namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Mode of Holding	No. of shares (as on March 31, 2020)	%
Held with NSDL	845884711	79.85
Held with CDSL	212021905	20.01
Held in Physical Form	1499024	0.14
<b>Total</b>	<b>1059405640</b>	<b>100.00</b>

**Outstanding GDRs, ADRs, warrants or any convertible instruments.**

The Company has not issued any GDRs/ADRs/Warrants.

**Commodity Price Risks or Foreign Exchange Risks and Hedging Activities:**

The details of foreign currency exposure have been disclosed in standalone notes to accounts of the Annual Report.

**Plant Locations:**

In view of the nature of the Company's business viz. Specialty Retail, the Company operates from various offices in India and does not have any manufacturing plant.

**Address of Correspondence:**

The address of correspondence:

**Vakrangee Limited**

"Vakrangee Corporate House", Plot No.- 93,  
Road No. 16, M.I.D.C. Marol, Andheri (E),  
Mumbai – 400 093.

Shareholders can contact the following officials for Secretarial matters related to the company:

Name	Telephone No.	Email ID	Fax No.
Mehul Raval	022 - 67765100	<a href="mailto:info@vakrangee.in">info@vakrangee.in</a>	022-28502017

**Credit Ratings:**

During the year under review, the Company has not obtained any credit ratings.

**DISCLOSURES****Disclosure on materially significant Related Party Transactions with its Promoter, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.**

During the year there were no material significant transactions with the related parties viz. Promoters, Directors and their relatives, their Subsidiaries, conflicting with the Company's interest. The policy as to Related Party Transactions as approved by the Board, is available on the Company's website, [https://vakrangee.in/policies\\_and\\_guidelines.html](https://vakrangee.in/policies_and_guidelines.html).

Necessary disclosures as to Related Party Transactions, as required have been made in the standalone notes to accounts of the Annual Report.

**Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:**

During FY 2018-19, BSE Limited and National Stock Exchange of India Ltd levied a penalty of ₹ 88,500 /- each for delayed submission of Audited Financial Results for the year ended March 31, 2018.

Apart from above, during the last three years, there were no strictures or penalties imposed by either the Securities and Exchange Board of India or the Stock Exchanges or any statutory authorities for non-compliance of any matter related to the capital markets.

**VIGIL MECHANISM / WHISTLE BLOWER**

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees, Franchisee, Business Partner, Vendor or any other third parties making a Protected Disclosure under this Policy may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and no personnel has been denied direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is placed on the website of the Company, [https://vakrangee.in/policies\\_and\\_guidelines.html](https://vakrangee.in/policies_and_guidelines.html).

**Compliance with Discretionary requirements of SEBI LODR 2015:**

The Company has complied with all the mandatory requirements of SEBI (LODR) 2015. The status of compliance with discretionary requirements under Regulation 27(1) and Part E Schedule II of SEBI (LODR), 2015 is provided below:

- Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspapers and are also posted on the Company's website, the same are not sent to the shareholders.

**CORPORATE GOVERNANCE REPORT**

- Audit Qualifications: The Company's financial statement for the financial year 2019-20 does not contain any audit qualification.
- Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee.

**MATERIAL SUBSIDIARIES**

As on date the company do not have any material subsidiaries as stipulated under the SEBI LODR 2015. The company has adopted a policy for determining Material subsidiaries and is available on the website of the company, [https://vakrangee.in/policies\\_and\\_guidelines.html](https://vakrangee.in/policies_and_guidelines.html).

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

The Company at its various meetings held during the Financial year 2019-20 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize them with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

The Familiarization Policy along with the details of familiarization program imparted to the Independent Directors is available on the website of the Company at [https://vakrangee.in/policies\\_and\\_guidelines.html](https://vakrangee.in/policies_and_guidelines.html).

**Vakrangee's Code of Conduct**

The Board of Directors of the Company has laid down a code of conduct for the Board and all senior management employees of the Company. The same has been posted on the website of the Company [https://vakrangee.in/policies\\_and\\_guidelines.html](https://vakrangee.in/policies_and_guidelines.html). The Company confirms that all Board members and senior management personnel have and shall continue to affirm compliance with the code on an annual basis.

**Vakrangee's Code for Preventing Insider Trading**

Vakrangee Ltd has Code of Conduct for Prevention of Insider Trading ('VL Code') in the shares of the Company which is in line with SEBI (Prohibition of Insider Trading) Regulations, 2015 and followed in spirit.

**Disclosure on Compliance:**

The Company is in Compliance with,

- The Corporate Governance Requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46.
- all the requirements mentioned in sub- paras (2) to (10) of section C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- During the year under review the Board has accepted all the recommendations of its Committees.
- The Company has obtained certificate from S.K. Jain & Co., Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority.
- Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:

<b>Payment to Statutory Auditor</b>	<b>FY 2019 - 20 (₹ In Lakhs)</b>
Audit Fees	60.00
Tax Audit Fees	10.00
Other Services	0.75
Reimbursement of Expenses	4.01
Total	74.76

- Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the year 2019 - 20.	Nil
Number of complaints disposed off during the year 2019 - 20.	NA
Number of complaints pending as on 31 March 2020	NA

**Compliance Certificate:**

The Certificate dated June 25, 2020 issued by Dr. S.K. Jain proprietor of S.K. Jain & Co., Practicing Company Secretary on Compliance with the Corporate Governance requirements by the Company is annexed herewith.

I, hereby, confirm and declare that in terms of Regulation 26(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board members and Senior Management Personnel of the company have affirmed compliance with the "Code of Conduct for the Board of Directors and the Senior Management Personnel", for the financial year 2019-20.

Sd/-

**Dinesh Nandwana**

Managing Director & Group CEO  
(DIN:00062532)