

**General information about company**

Scrip code	530477
Name of the entity	VIKRAM THERMO (INDIA) LIMITED
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	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

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	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
1	Mr	CHIMANBHAI KHODABHAI PATEL	ADOPP6406G	00044241	Executive Director	Chairperson	CEO	01-08-2015			1	1	0
2	Mr	DHIRAJLAL KARSANDAS PATEL	ABEPP8412E	00044350	Executive Director	Not Applicable	MD	26-09-2015			1	3	1
3	Mr	DINESHKUMAR HARJIVANBHAI PATEL	ACRPP7262Q	02583348	Executive Director	Not Applicable	CEO	29-09-2014			1	0	0
4	Mr	BHARATBHAI MANUBHAI SHAH	AJEPS5128C	00044460	Non-Executive - Independent Director	Not Applicable		12-09-2013		60	1	4	4
5	Mr	KETAN CHIMANBHAI PATEL	ACKPP9344A	00064185	Non-Executive - Independent	Not Applicable		12-09-2013		60	1	5	0

					Director								
6	Mr	THAKARSHIBHAI MAGANBHAI PATEL	AAWPP0323K	00044557	Non- Executive - Independent Director	Not Applicable		27-09-2012		60	1	4	0
7	Mr	GHANSHYAMBHAI DUNGARBHAI KEWADIA	AJMPK9088R	00044526	Non- Executive - Independent Director	Not Applicable		29-09-2014		60	1	1	1
8	Mrs	ALPABEN ALPESHBHAI PATEL	BQYPP9719E	06950180	Non- Executive - Non Independent Director	Not Applicable		29-09-2014			1	0	0
9	Mr	ANKUR DHIRAJLAL PATEL	AMLPP1117G	07395218	Executive Director	Not Applicable	CEO	09-02-2016			1	0	0
10	Mr	SHAILESHKUMAR PRAHLADBHAI PATEL	AOAPP8164L	07395238	Non- Executive - Independent Director	Not Applicable		09-02-2016		60	1	0	0

## Annexure 1

### II. Composition of Committees

Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	BHARATBHAI MANUBHAI SHAH	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	THAKARSHIBHAI MAGANBHAI PATEL	Non-Executive - Independent Director	Member	
3	Audit Committee	KETAN CHIMANBHAI PATEL	Non-Executive - Independent Director	Member	
4	Nomination and remuneration committee	GHANSHYAMBHAI DUNGARBHAI KEWADIA	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	THAKARSHIBHAI MAGANBHAI PATEL	Non-Executive - Independent Director	Member	
6	Nomination and remuneration committee	KETAN CHIMANBHAI PATEL	Non-Executive - Independent Director	Member	
7	Corporate Social Responsibility Committee	BHARATBHAI MANUBHAI SHAH	Non-Executive - Independent Director	Chairperson	
8	Corporate Social Responsibility Committee	KETAN CHIMANBHAI PATEL	Non-Executive - Independent Director	Member	
9	Corporate Social Responsibility Committee	DHIRAJLAL KARSANDAS PATEL	Executive Director	Member	
10	Risk Management Committee	DHIRAJLAL KARSANDAS PATEL	Executive Director	Chairperson	
11	Risk Management Committee	KETAN CHIMANBHAI PATEL	Non-Executive - Independent Director	Member	
12	Risk Management Committee	CHIMANBHAI KHODABHAI PATEL	Executive Director	Member	

13	Stakeholders Relationship Committee	BHARATBHAI MANUBHAI SHAH	Non-Executive - Independent Director	Chairperson	
14	Stakeholders Relationship Committee	THAKARSHIBHAI MAGANBHAI PATEL	Non-Executive - Independent Director	Member	
15	Stakeholders Relationship Committee	KETAN CHIMANBHAI PATEL	Non-Executive - Independent Director	Member	
16	Other Committee	BHARATBHAI MANUBHAI SHAH	Non-Executive - Independent Director	Chairperson	Performance Evaluation committee
17	Other Committee	THAKARSHIBHAI MAGANBHAI PATEL	Non-Executive - Independent Director	Member	Performance Evaluation committee
18	Other Committee	DHIRAJLAL KARSANDAS PATEL	Executive Director	Member	Performance Evaluation committee

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

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)
1	07-11-2015		
2		09-02-2016	93

**Annexure 1****IV. Meeting of Committees**

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 (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	09-02-2016	Yes	3	07-11-2015	93
2	Nomination and remuneration committee	09-02-2016	Yes	3		
3	Risk Management Committee	09-02-2016	Yes	3		
4	Corporate Social Responsibility Committee	09-02-2016	Yes	3		
5	Other Committee	09-02-2016	Yes	3		
6	Stakeholders Relationship Committee	31-03-2016	Yes	3		

**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	NA	
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	NA	



## 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 100 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
9	Any other information to be provided	Textual Information(1)

**Text Block**

Textual Information(1)

It may be noted that the company is not mandatorily required to comply with Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 but has opted voluntarily to comply with the said regulation.

## 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.vikramthermo.com
2	Terms and conditions of appointment of independent directors	Yes		www.vikramthermo.com
3	Composition of various committees of board of directors	Yes		www.vikramthermo.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.vikramthermo.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vikramthermo.com
6	Criteria of making payments to non-executive directors	Yes		www.vikramthermo.com
7	Policy on dealing with related party transactions	Yes		www.vikramthermo.com
8	Policy for determining 'material' subsidiaries	Yes		www.vikramthermo.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.vikramthermo.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.vikramthermo.com
11	email address for grievance redressal and other relevant details	Yes		www.vikramthermo.com
12	Financial results	Yes		www.vikramthermo.com
13	Shareholding pattern	Yes		www.vikramthermo.com
14	Details of agreements entered into with the media	NA		

	companies and/or their associates			
15	New name and the old name of the listed entity	NA		

## 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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & 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)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
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)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

**III. Affirmations**

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
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**Signatory Details**

Name of signatory	MR DHIRAJLAL PATEL
Designation of person	Managing Director
Place	AHMEDABAD
Date	13-04-2016



