

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : AVT NATURAL PRODUCTS LIMITED
2. Quarter ending : 31st March 2017

I. Composition of Board of Directors

Title	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)	No. of memberships in Audit/Stake holder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/Stake holder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Ajit Thomas	AAAPT8581 H – 00018691	Chairman – Non Executive			3	6	3
Mr	M.A. Alagappan	AACPA9628 C – 00031805	Independent	25/7/20 14	30 years	1	1	1
Mr	P. Shankar	AAWPS0535 Q - 01638317	Independent	25/7/20 14	9 years	2	3	0
Mr	A.D. Bopanna	ABIPB8375 N – 00576066	Independent	26/8/20 15	1 year	2	7	1
Mrs	Shanthi Thomas	AAQPS9457 H – 00567935	Non Executive		NA	2	1	0
Mr	Habib Hussain	AAAPH5137 P – 00018665	Non Executive		NA	1	2	0

Note: Mr. M.A. Alagappan and Mr. P. Shankar were appointed in AGM held on 25.7.2014 for 5 years and Mr. A.D. Bopana in the AGM held on 26.8.2015 for 5 years as Independent Directors.

II. Composition of Committees

	Name of Committee	Name of Committee Members	Category (Chair person/ Executive / Non-Executive / Independent / Nominee)
1	Audit Committee	Mr. M.A. Alagappan, Mr. P. Shankar Mr. A.D. Bopana Mr. Habib Hussain	Chairperson – Independent Independent Independent Non-Executive
2	Nomination & Remuneration Committee	Mr. M.A. Alagappan, Mr. P. Shankar Mr. Habib Hussain	Chairperson – Independent Independent Non-Executive



3	Risk Management Committee (if application)	NA	
4	Stakeholders Relationship Committee	Mr. Ajit Thomas, Mr. A.D. Bopana Mr. Habib Hussain	Chairperson – Non-Executive Non-Executive Non-Executive

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10 th November 2016	7 th February 2017	88 days

IV. Meeting of Committees – Audit committee

Date(s) of Meeting of the committee in the relevant quarter	Whether 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
7.2.2017	Yes – All the four members of the committee were present	10.11.2016	88 days

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party transactions

Subject	Compliance Status (yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

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 committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations 2015
 - a. Audit committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee



- d. Risk management committee (applicable to the top 100 listed entities) –
Not applicable
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.
 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) 2015.
 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 AVT NATURAL PRODUCTS LTD.


DILEEPRAJ. P
Company Secretary

Name & Designation : **DILEEPRAJ.P**
Company Secretary

ANNEXURE - II
Format 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	
Item	Compliance Status (Yes/ No/NA)
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' subsidiary	NA



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	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes / No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	YES
Board composition	17(1)	YES
Meeting of board of directors	17(2)	YES
Review of compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of conduct	17(5)	YES
Fees/ compensation	17(6)	YES
Minimum information	17(7)	YES
Compliance certificates	17(8)	YES
Risk assessment & management	17(9)	YES
Performance evaluation of independent directors	17(10)	YES
Composition of Audit committee	18(1)	YES
Meeting of audit committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of stake holder relationship committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3), (4)	NA
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1), (5),(6),(7) & (8)	YES
Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	YES
Approval for related party transactions	23(4)	NA
Composition of board of directors of unlisted material subsidiary	24(1)	NA
Other corporate governance requirements with respect to subsidiary of listed entity	24(2), (3), (4),(5) &(6)	NA
Maximum directorship & tenure	25(1) & (2)	YES



Meeting of independent directors	25(3) &(4)	YES
Familiarization of independent directors	25(7)	YES
Membership in committees	26(1)	YES
Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	YES
Disclosure of shareholding by non-executive directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES


Note

1. In the column 'compliance status', compliance or non-compliance may be indicated by Yes/No/NA., 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
3. If the listed entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The listed entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of listed entity have been complied. **NOT APPLICABLE**

For AVT NATURAL PRODUCTS LTD.


DILEEPRAJ. P
Company Secretary

Name & Designation : **DILEEPRAJ.P**
 Company Secretary

