



VIAAN INDUSTRIES LTD

(Formerly known as Hindusthan Safety Glass Industries Ltd.)

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Viaan Industries Limited (formerly known as Hindusthan Safety Glass Industries Limited)

Quarter ending on: 30th September, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/N.A | Remarks |
|---|-----------------------------|------------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | Composition of the Board is as per the provisions of Clause 49 (IIA) of Listing Agreement. |
| (B) Independent Directors | 49 (IIB) | Yes | We has complied the Same as per Clause 49(IIB). |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | We has complied the Same as per Clause 49(IIC). |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | We has complied the Same as per Clause 49(IID). |
| (E) Code of Conduct | 49 (IIE) | Yes | Code of Conduct has been laid down by the Board and a declaration to this effect has been given by the CEO in the Annual Report as per the provision of Clause 49 (IIE) of the Listing Agreement. |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | We has complied the Same as per Clause 49(IIF). |
| III. Audit Committee | 49 (III) | Yes | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | We has complied the Same as per Clause 49(IIIA). |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | Meetings of the Audit Committee are conducted as per the provisions of Clause 49 (IIIB) read with the provisions of Section 177 of the Companies Act, 2013. |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | The powers exercised by the Audit Committee are as per the provisions prescribed under Clause 49 (IIIC) read with the provisions of Section 177 of the Companies Act, 2013. |
| (D) Role of Audit Committee | 49 (IIID) | Yes | The Audit Committee has fulfilled their role successfully in respect to the provisions prescribed in this clause. |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | The Audit Committee has reviewed all the information which is supposed to be reviewed mandatorily as per provisions of this clause. |





VIAAN INDUSTRIES LTD

(Formerly known as Hindusthan Safety Glass Industries Ltd.)

| | | | |
|---|-------------|-----|--|
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | Nomination and Remuneration Committee are as per the provisions prescribed under Clause 49 (IV) read with the provisions of Section 178 of the Companies Act, 2013. |
| V. Subsidiary Companies | 49 (V) | N.A | The Company does not have any Subsidiary Company. |
| VI. Risk Management | 49 (VI) | Yes | The Company has a Risk Management Policy which has been adopted by the Board of Directors as per Clause 49 (VI) of Listing Agreement. |
| VII. Related Party Transactions | 49 (VII) | Yes | There is no Related Party Transaction. |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | Yes | There is no Related Party Transaction. |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | The Company is following the same Accounting Treatment as prescribed by the Accounting Standards in the preparation of its financial statements. |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Remuneration was paid to the Executive Director. |
| (D) Management | 49 (VIII D) | Yes | The same has been complied in the Annual Report. |
| (E) Shareholders | 49 (VIII E) | Yes | Quarterly Shareholding Pattern has been updated on the BSE website regularly and hard copy of the same also been sent to BSE and CSE. |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | Yes | No incidence of Public Issue, Right Issue, Preferential Issue, etc. during the Quarter. However, the Company has taken approval from the shareholders in September, 2015 for issue of equity shares on preferential basis. |
| IX. CEO/CFO Certification | 49 (IX) | Yes | The same has been complied in the Annual Report. |
| X. Report on Corporate Governance | 49 (X) | Yes | The same has been complied in the Annual Report. |
| XI. Compliance | 49 (XI) | Yes | The same has been complied in the Annual Report. |

For Viaan Industries Limited (formerly known as Hindusthan Safety Glass Industries Limited)

Darshit Indravadan Shah
(Compliance Officer/Executive Director)
DIN: 06614591
Date: 09/10/2015
Place: Mumbai

