

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: AMD Industries Limited

2. Quarter ending: 31.03.2019

I. Composition of Board of Directors								
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	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
Mr.	Adit Gupta	AGZPG3933F, 00238784	Executive Director	14.11.05	NA	ONE	TWO	NIL
Mr.	Ashok Gupta	AADPG4122G, 00031630	Chairman & Executive Director	17.12.83	NA	ONE	NIL	NIL
Mr.	Mahipal	AGDPM9314N, 00588626	Independent Director	26.09.14	5 Years	ONE	TWO	NIL
Mr.	Prabhat Krishna	AAKPP4573F, 02569624	Independent Director	26.09.14	5 Years	TWO	FOUR	FOUR
Ms.	Shubha Singh	AEJPA3682F, 06926872	Independent Director	Date of Appointment- 26.09.2014 for two years and Re-Appointment on 28.09.2016 for a period of 5 years	5 Years	ONE	TWO	NIL
II. Composition of Committees								
Name of Committee			Name of Committee Members	Category (Chairperson /Executive/ Non-executive/ Independent/ Nominee)				
1. Audit Committee			Mr. Prabhat Krishna	Chairman- Non Executive – Independent Director				
			Mr. Adit Gupta	Member- Managing Director				
			Mr. Mahipal	Member- Executive – Independent Director				
			Ms. Shubha Singh	Member- Non Executive – Independent Director				
2. Stakeholders Relationship Committee			Mr. Prabhat Krishna	Chairman- Non Executive – Independent Director				
			Mr. Adit Gupta	Member- Managing Director				
			Mr. MahiPal	Member- Executive – Independent Director				
			Ms. Shubha Singh	Member- Non Executive – Independent Director				
3. Nomination & Remuneration Committee			Mr. Prabhat Krishna	Chairman- Non Executive – Independent Director				
			Mr. Mahipal	Member- Non Executive – Independent Director				
			Ms. Shubha Singh	Member- Non Executive – Independent Director				
III. Meeting of Board of Directors								
Date of meetings in the previous			Date of meetings in the relevant			Maximum gap between any two consecutive (In		



quarter	quarter	number of days)
13.11.2018	14.02.2019	92 Days
IV. Meeting of Committees (Audit Committee)		
Date of meetings in the previous quarter	Date of meetings in the relevant quarter	Maximum gap between any two consecutive
13.11.2018	14.02.2019	92 Days
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		NA

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 committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee.
 - c. Stakeholder's relationship committee.
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) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comment/Observation/Advice of Board of Directors may be mentioned here:



For AMD Industries Ltd.

Radha Shakti Garg
Radha Shakti Garg
Company Secretary

Corporate Governance Report – Yearly Report

I. DISCLOSURES ON WEBSITE IN TERMS OF LISTING REGULATION		
Item	Compliance status (YES/NO/NA)	
Details of business	Yes	
Terms and condition of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/whistle blower policy	Yes	
Criteria of making payments to non executive director	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programs imparted to independent director	NA (no programmes imparted during the year)	
Contact information of 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 agreement entered into with media companies and/or their associates	NA	
New names of listed entity		
II. Annual affirmations		
Pirticulars	Regulation number	Compliance status
Independent director(s) have been appointed in the 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 certificate	17(8)	Yes
Risk assessment & management	17(9)	Yes
Performance evaluation of independent directors	17(10)	Yes
Composition of audit committee	18(1)	Yes
Meetings of audit committee	18(2)	Yes
Composition of nomination and remuneration committee	19(1)	Yes



Composition of stakeholder relationship committee	20(1)	Yes
Composition and role of risk management committee	21(1)	N.A
Vigil mechanism	22	Yes
Policy for related party Transaction	23	Yes
Prior or omnibus approval of audit committee for all related party transaction	23(2) & (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of board of director of unlisted material subsidiary	24(1)	NA
Other corporate governance requirement with respect to subsidiary of listed entity	24(2) (3) (4) (5) & (6)	NA
Maximum directorship & tenure	25(1) &(2)	Yes
Meetings of independent director	25(3) &(4)	Yes
Familiarization of independent director	25(7)	NA
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
Disclosures of shareholding by non-executive director	26(4)	NA
Policy with respect to obligation of directors and senior management	26(2) & 26(5)	Yes
III. Affirmations: The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to the subsidiary of listed entity have been compiled		

For AMD Industries Limited


Radha Shakti Garg
Company Secretary

