



**TOYAM INDUSTRIES LIMITED**  
CIN: L74110MH1985PLC285384  
www.toyamindustries.com

**Date 17/02/2020**

**To,**

<b>The BSE Limited, Floor, 25, P.J. Tower, Dalal Street, Mumbai-400001.</b>	<b>The Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4<sup>th</sup> Floor, Plot No. C-62 G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E) , Mumbai-400098.</b>
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**REF : ISIN: INE457P01020, SECURITY CODE: 538607, SECURITY ID: TOYAMIND  
SUB : XBRL COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR  
QUARTER ENDED 31/12/2019.**

**Dear Sir/Madam,**

With reference to abovementioned subject, the compliance report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31<sup>st</sup> December, 2019 is enclosed with this letter.

Further, you are requested to acknowledge and take the same on record.

**Thanking You,  
Your Faithfully,  
For Toyam Industries Limited**

  
**Mohamedali Budhwani  
Managing Director  
DIN 01976253**

<b>General information about company</b>	
Scrip code	538607
NSE Symbol	
MSEI Symbol	TOYAMIND
ISIN	INE457P01020
Name of the entity	TOYAM INDUSTRIES LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## 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												Textual Information(1)				
Whether the listed entity has a Regular Chairperson												Yes				
Whether Chairperson is related to MD or CEO												Yes				
the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chair in Stakeholder Com held i ent incl this entity Regu 26( Lis Regul
ED ALI JINI	AGPPB6744D	01976253	Executive Director	Chairperson	MD	12-09-1980	NA		28-04-2017			32	1	0	2	0
ICHANDRA ILKOO	AASPY5479R	00628363	Executive Director	Not Applicable		24-04-1973	NA		28-04-2017			32	1	0	0	0
J RATHOD	AIVPR9170R	08488641	Non-Executive - Independent Director	Not Applicable		03-08-1983	NA		21-06-2019			6	1	1	2	0
.KATHED	CWSPK4561J	07742376	Non-Executive - Independent Director	Not Applicable		22-11-1989	NA		18-06-2019	17-02-2020	29-12-2019	0	1	1	2	2

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of members in A) Stakeholders Committee (Refer Regulation 26(1) of Listing Regulations)
5	Ms	Supriya Kalwar	ATVPK7223R	08582568	Non-Executive - Independent Director	Not Applicable		15-10-1985	NA		09-10-2019		29-12-2019	2	1	1	0

<b>Text Block</b>	
Textual Information(1)	<ol style="list-style-type: none"><li>1. Mr. Mayank Kathed had resigned from the post of Non Execurtive Independent Director w.e.f. 29th November, 2019.</li><li>2. Mr. Mayank Kathed has been Re-appointed as Non Executive Independent Director in the Meeting of Board Of Directors held on Monday, 17th February, 2020 and also appointed Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.</li><li>3. Ms. Supriya Kalwar had resigned from the post of Non Execurtive Independent Director w.e.f. 29th November, 2019.</li></ol>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07742376	MAYANK KATHED	Non-Executive - Independent Director	Chairperson	18-06-2019	29-11-2019	Textual Information(1)
2	08488641	VAISHALI RATHOD	Non-Executive - Independent Director	Member	21-06-2019		
3	01976253	MOHAMED ALI BUDHWANI	Executive Director	Member	28-04-2017		

<b>Sr Text Block</b>	
Textual Information(1)	<ol style="list-style-type: none"><li>1. Mr. Mayank Kathed had resigned from the post of Non Execurtive Independent Director w.e.f. 29th November, 2019.</li><li>2. Mr. Mayank Kathed has been Re-appointed as Non Executive Independent Director in the Meeting of Board Of Directors held on Monday, 17th February, 2020 and also appointed a Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.</li></ol>

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07742376	MAYANK KATHED	Non-Executive - Independent Director	Chairperson	18-06-2019	29-11-2019	Textual Information(1)
2	08488641	VAISHALI RATHOD	Non-Executive - Independent Director	Member	21-06-2019		
3	01976253	MOHAMED ALI BUDHWANI	Executive Director	Member	28-04-2017		



<b>Sr Text Block</b>	
Textual Information(1)	<ol style="list-style-type: none"><li>1. Mr. Mayank Kathed had resigned from the post of Non Execurtive Independent Director w.e.f. 29th November, 2019.</li><li>2. Mr. Mayank Kathed has been Re-appointed as Non Executive Independent Director in the Meeting of Board Of Directors held on Monday, 17th February, 2020 and also appointed Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.</li></ol>

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07742376	MAYANK KATHED	Non-Executive - Independent Director	Chairperson	18-06-2019	29-11-2019	Textual Information(1)
2	01976253	MOHAMED ALI BUDHWANI	Executive Director	Member	28-04-2017		
3	08488641	VAISHALI RATHOD	Non-Executive - Independent Director	Member	21-06-2019		

<b>Sr Text Block</b>	
Textual Information(1)	<ol style="list-style-type: none"><li>1. Mr. Mayank Kathed had resigned from the post of Non Execurtive Independent Director w.e.f. 29th November, 2019.</li><li>2. Mr. Mayank Kathed has been Re-appointed as Non Executive Independent Director in the Meeting of Board Of Directors held on Monday, 17th February, 2020 and also appointed Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.</li></ol>

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	01-07-2019				Yes	3	2
2	20-07-2019		18		Yes	3	2
3	14-08-2019		24		Yes	3	2
4	30-08-2019		15		Yes	3	2
5		09-10-2019	39		Yes	3	2
6		11-11-2019	32		Yes	3	2
7		29-11-2019	17		Yes	3	1
8		13-12-2019	13		Yes	3	1

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	01-07-2019				Yes	3	2
2	Audit Committee	20-07-2019	18			Yes	3	2
3	Audit Committee	14-08-2019	24			Yes	3	2
4	Audit Committee	30-08-2019	15			Yes	3	2
5	Audit Committee	11-11-2019	72			Yes	3	2
6	Audit Committee	29-11-2019	17			Yes	3	1



Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Audit Committee	13-12-2019	13			Yes	3	1
8	Nomination and remuneration committee	01-07-2019				Yes	3	2
9	Nomination and remuneration committee	20-07-2019	18			Yes	3	2
10	Nomination and remuneration committee	14-08-2019	24			Yes	3	2
11	Nomination and remuneration committee	30-08-2019	15			Yes	3	2
12	Nomination and remuneration committee	09-10-2019	39			Yes	3	2
13	Nomination and remuneration committee	29-11-2019	50			Yes	3	1
14	Nomination and remuneration committee	13-12-2019	13			Yes	3	1
15	Stakeholders Relationship Committee	20-07-2019				Yes	3	2
16	Stakeholders Relationship Committee	09-10-2019	80			Yes	3	2

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
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	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	No
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 500 listed entities)	NA
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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	POOJA CHAUHAN
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	POOJA CHAUHAN
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	19-02-2020

