

ANNEXURE-I

QUARTERLY CORPORATE GOVERNANCE REPORT

Name of Listed Entity: VISHAL FABRICS LIMITED


Quarter ending: June, 2019

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairpersons /Executive/Non-Executive/Independent/Nominee) <sup>2</sup>	Date of Appointment in the current term / cessation	Tenure * (in months)	No of Directorship in listed entities including this listed entity	No of Independent 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
Ms	Dhara Sureshchandra Shah	BUTPS8329G 06983857	I - NE	05/03/2015	52	4	4	6	2
Mr	Shubhankar Jha	ACHPI6248E 07208823	I - NE	28/05/2015	49	1	1	4	0
Mr	Chitranjan Ajai Singh	AJFPS3712B 07300731	I - NE	30/05/2017	25	2	2	3	4
Mr	Brijmohan Devkinandan Chiripal	ACCPA7904K 00290426	C- ED	01/06/2017		1	0	1	1
Mr	Amit Khemchand Kadmawala	ABVPK6594P 07016454	ED	13/11/2014		1	0	0	0
Mr	Ravindra Bajranglal Bajaj	ANMGP8548L 08243855	ED	25/05/2019		1	0	0	0

**DEEPAK VYAS**  
Company Secretary

\$ - PAN of any Director would not be displayed on the website of Stock Exchange.  
& - Category of Directors means Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category, he/she should be separated them with hyphen.  
\* - To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

C - Chairman, MD - Managing Director, I - Independent, E - Executive, NE - Non Executive, WTD - Whole Time Director

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category <sup>8</sup> (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Chitranshan Ajaib Singh Mr. Brjimoshan Devkinandan Chiripal Mr. Shubhankar Jha Ms. Dhara Shah	C-I-NE  ED  I-NE I-NE
2. Nomination & Remuneration Committee	Ms. Dhara Shah Mr. Shubhankar Jha Mr. Chitranshan Ajaib Singh	C-INE I-NE I-NE
3. Stakeholders Relationship Committee	Mr. Chitranshan Ajaib Singh Mr. Shubhankar Jha Ms. Dhara Shah	C-I-NE  I-NE I-NE
4. Corporate Social Responsibility Committee	Mr. Brjimoshan Devkinandan Chiripal Mr. Chitranshan Ajaib Singh Ms. Dhara Shah Mr. Shubhankar Jha	C-ED  I-NE I-NE I-NE
& - Category of Directors means Executive / Non-Executive / Independent / Nominee. If a director fits into more than one category, write all categories separating them with hyphen C – Chairman, I – Independent, NE – Non-Executive, E – Executive		
<b>DEEPAK VYAS</b>  <b>Company Secretary</b>		
<b>III. Meeting of Board of Directors</b>		
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)
13 <sup>th</sup> February, 2019	25 <sup>th</sup> May, 2019	100 days

<b>IV. Meeting of Committees</b>				
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)*	
Audit Committee 25 <sup>th</sup> May, 2019	Yes	13-02-2019	90 days	
Nomination & Remuneration Committee 25 <sup>th</sup> May, 2019	Yes			
Stakeholders Relationship Committee 25 <sup>th</sup> May, 2019	Yes	13-02-2019	90 days	

<b>V. Related Party Transactions</b>		Compliance Status (Yes / No / NA) <small>refer note below</small>
Subject	Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material Related Party Transactions	Whether details of Related Party Transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes / No / N.A.
2. If status is "No" details of non-compliance may be given here.

**DEEPAK VYAS**
  

  
**Company Secretary**

**VI. Affirmations**

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**
  - b. Nomination & remuneration committee- **Yes**
  - c. Stakeholders relationship committee- **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities)- **NA**
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. - **Yes**
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. - **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

**For VISHAL FABRICS LIMITED**

Sd/-

Deepak Vyas  
Company Secretary & Compliance Officer  
(Mem. No. 46096)


**DEEPAK VYAS**  
  
Company Secretary

### Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
<b>For VISHAL FABRICS LIMITED</b>  <b>Sd/-</b>  <b>Deepak Vyas</b> <b>Company Secretary &amp; Compliance Officer</b> <b>(Mem. No. 46096)</b>	

**Signatory Details**

Name of signatory	DEEPAK VVAS
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	06-07-2019

**DEEPAK VVAS**  
  
Company Secretary