

ANNEXURE-I

QUARTERLY CORPORATE GOVERNANCE REPORT

Name of Listed Entity: VISHAL FABRICS LIMITED  
Quarter ending: September, 2019

I. Composition of Board of Directors										
Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson / Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term	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	30/09/2019	55	4	4	6	2	
Mr	Shubhankar Jha	ACHPJ6248E 07208823	I - NE	30/09/2019	52	1	1	4	0	
Mr	Chitranjan Ajaib Singh	AJFPS3712B 07300731	I - NE	30/05/2017	28	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	30/09/2019		1	0	0	0	
Mr	Ravindra Bajranglal Bajaj	AMGPPB8548L 08243855	ED	25/05/2019		1	0	0	0	
<p>§ - PAN of any Director would not be displayed on the website of Stock Exchange. &amp; - 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. * - 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</p>										

DEEPAK VIJAS

Company Secretary

II. Composition of Committees		
Name of Committee	Name of Committee members	Category <sup>&amp;</sup> (Chairperson/Executive/Non- Executive/independent/Nominee)
1. Audit Committee	Mr. Chitranjan Ajaib Singh Mr. Brijmohan 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. Chitranjan Ajaib Singh	C – INE I – NE I – NE
3. Stakeholders Relationship Committee	Mr. Chitranjan Ajaib Singh Mr. Shubhankar Jha Ms. Dhara Shah	C – I – NE  I – NE I – NE
4. Corporate Social Responsibility Committee	Mr. Brijmohan Devkinandan Chiripal Mr. Chitranjan Ajaib Singh Ms. Dhara Shah Mr. Shubhankar Jha	C – ED  I – NE I – NE I – NE
<p>&amp; - 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</p> <p>C – Chairman, I – Independent, NE – Non-Executive, E – Executive</p>		

**DEEPAK WYAS**  
*Company Secretary*

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)
25 <sup>th</sup> May, 2019	13 August, 2019	79 days

IV. Meeting of Committees			
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 13 August, 2019	Yes	25 <sup>th</sup> May, 2019	79 days
Nomination & Remuneration Committee 13 August, 2019	Yes	25 <sup>th</sup> May, 2019	79 days
Stakeholders Relationship Committee 13 August, 2019	Yes	25 <sup>th</sup> May, 2019	79 days


V. Related Party Transactions		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		NA
Whether details of Related Party Transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee		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 IVAS




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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors	Yes
<b>For VISHAL FABRICS LIMITED</b>	
 <b>DEEPAK VYAS</b> <b>Company Secretary</b>	<b>Sd/-</b>  <b>Deepak Vyas</b> <b>Company Secretary &amp; Compliance Officer</b> <b>(Mem. No. 46096)</b>

**Half yearly  
Affirmations**

Subject	Compliance status (Yes/No)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website pursuant to Regulation 46(2) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting pursuant to regulation 18(1)(d) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting pursuant to Regulation 19(3) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No Due to Personal reasons
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting pursuant to regulation 20(3) of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
Whether "Corporate Governance Report" disclosed in Annual Report pursuant to regulation 34(3) read with para C of Schedule V of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
<p style="text-align: center;"><b>DEEPAK VYAS</b>  Company Secretary</p> <p style="text-align: center;">For VISHAL FABRICS LIMITED</p> <p style="text-align: right;">Sd/-  Deepak Vyas Company Secretary &amp; Compliance Officer (Mem. No. 46096)</p>	

Signatory Details	
Name of signatory	DEEPAK VYAS
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	07-10-2019

**DEEPAK VYAS**



**Company Secretary**