

ANNEXURE-1

QUARTERLY CORPORATE GOVERNANCE REPORT

Name of Listed Entity: VISHAL FABRICS LIMITED
Quarter ending: DECEMBER 2018

1. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson /Executive/Non-Executive/independent/ & Nominee)	Date of Appointment in the current term / cessation	Tenure* (in months)	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
Ms.	Dhara Sureshchandra Shah	BUFPS58329G 069883857	I - NE	05/03/2015	46	4	3	1
Mr.	Shubhankar Jha	ACHPI6248E 07208823	I - NE	28/05/2015	43	1	2	0
Mr.	Chitransh Alajb Singh	AJFPS3712B 07300731	I - NE	30/05/2017	19	2	0	4
Mr.	Ponnusamy Shanmugaraja	AQZPS4343R 08013737	ED	12/12/2017	12	0	0	0
Mr.	Brijmohan Devkinandan Chitripal	ACCPA7904K 00290426	C-ED	01/06/2017	19	0	1	0
Mr.	Amit Khemchand Kadmwala	ABV/PK6594P 07016454	ED	13/11/2014	50	0	0	0

\$ - 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 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

DEEPAK VYAS

Company Secretary



VISHAL
FABRICS LTD

ANYONE ANYTIME ANYWHERE

II. Composition of Committees

Name of Committee	Name of Committee members	Category [*] (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Chitranjan Ajaib Singh Mr. Brijmohan Devkinandan Chiripal Mr. Shubhankar Jha Ms. Dhara Shah	C-1 - 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-1 - 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

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)
14 th August, 2018	14 th November, 2018	91 days

DEEPAK VYAS

Company Secretary

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 14th November, 2018	Yes	14th August, 2018	91 days
Stakeholders Relationship Committee 14 th November, 2018	Yes	14th August, 2018	91 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	Yes	NA
Whether details of Related Party Transactions entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	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. - **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
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**

FOR VISHAL FABRICS LIMITED

Sd/-


Deepak Vyas

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

DEEPAK VYAS


Company Secretary