

ANNEXURE-I

QUARTERLY CORPORATE GOVERNANCE REPORT

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

I. Composition of Board of Directors															
Title (Mr./Ms)	Name of the Director	PAN ^S & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	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	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	Not Applicable	Shareholder Director	14-11-1988	NA	-	28-05-2015	30-09-2019	58	3	3	3	1
Mr.	Shubhankar Jha	ACHPJ6248E 07208823	I - NE	Not Applicable	Shareholder Director	05-06-1948	Yes	30-09-2019	30-05-2017	30-09-2019	55	1	1	2	0
Mr.	Chitranjan Ajaib Singh	AJFPS3712B 07300731	I - NE	Not Applicable	Shareholder Director	23-02-1953	NA	-	01-06-2017	-	31	2	2	0	4
Mr.	Brijmohan Devkinandan Chiripal	ACCPA7904K 00290426	C- ED	Chairperson related to Promoter	MD	15-07-1961	NA	-	13-11-2014	-	-	1	0	1	0
Mr.	Amit Khemchand Kadmawala	ABVPK6594P 07016454	ED	Not Applicable		06-07-1977	NA	-	25-05-2019	30-09-2019	-	1	0	0	0
Mr.	Ravindra Bajaranglal Bajaj	AMGPB8548L 08243855	ED	Not Applicable		12-09-1962	NA	-	28-05-2015	-	-	1	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									

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 – 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
& - 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)
13 August, 2019	14 November, 2019	92 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 14 November,2019	Yes	13 th August,2019	92 days
Stakeholder Relationship Committee 14 November,2019	Yes	13 th August,2019	92 days
Corporate Social Responsibility Committee 14 November,2019	Yes	-	-

V. Related Party Transactions	
Subject	Compliance Status (Yes / No / NA) <small>refer note below</small>
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.	

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
<p>For VISHAL FABRICS LIMITED</p> <p style="text-align: right;">Sd/-</p> <p style="text-align: right;">Deepak Vyas Company Secretary & Compliance Officer (Mem. No. 46096)</p>	

Signatory Details	
Name of signatory	DEEPAK VYAS
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	09-01-2020

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 memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Ms	DHARA SURESHCHANDRA SHAH	BUTPS8329G	06983857	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-11-1988	NA		05-03-2015	30-09-2019		58	3	3	3	1
2	Mr	SHUBHANKAR JHA	ACHPJ6248E	07208823	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-06-1948	Yes	30-09-2019	28-05-2015	30-09-2019		55	1	1	2	0
3	Mr	CHITRANJAN AJAIB SINGH	AJFPS3712B	07300731	Non-Executive - Independent Director	Not Applicable	Shareholder Director	23-02-1953	NA		30-05-2017			31	2	2	0	4
4	Mr	BRIJMOHAN DEVKINANDAN CHIRIPAL	ACCPA7904K	00290426	Executive Director	Chairperson related to	MD	15-07-1961	NA		01-06-2017				1	0	1	0

						Promoter												
5	Mr	AMIT KHEMCHAN D KADMAWAL A	ABVPK65 94P	07016 454	Executive Director	Not Applicable		06- 07- 19 77	NA		13-11- 2014	30-09- 2019			1	0	0	0
6	Mr	RAVINDRA BAJARANGL AL BAJAJ	AMGPB8 548L	08243 855	Executive Director	Not Applicable		12- 09- 19 62	NA		25-05- 2019				1	0	0	0