

VISISTH CHAY VYAPAR LTD.

CIN : L15491DL1985PLC019848
Registered Office : A- 446, Basement,
Defence Colony, New Delhi - 110 024
Date: 06.05.2020

Head Office : 5, Gorky Terrace
2nd Floor, Kolkata - 700 017
Phone : 033-66133300
Fax : 033-66133303
E-mail : corp@citystarinfra.com

To
The Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th Floor,
Plot No C 62, G-Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai-400098, India.

Sub: - Compliance Report on Corporate Governance

We are sending the following reports in the prescribed format as required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 24.09.2015:

1. Compliance Report on Corporate Governance for the Quarter ending March 31, 2020.
2. Compliance Report on Corporate Governance for the Financial Year ending March 31, 2020.

The above reports shall be placed before the Board of Directors in its forthcoming meeting.

Thanking you,

For Visisth Chay Vyapar Limited

Chanchal Rungta

Chanchal Rungta
Director
DIN: 07590027

Encl.: As above

XBRL Excel Utility	
1.	Overview
2.	Before you begin
3.	Index
4.	Steps for Filing - Corporate Governance Report

1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to MSE Listing Center Website (<https://xbml.msei.in>) .

2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from MSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index

1	Details of general information about company	General Info
2	Composition of BOD	Annexure I - Composition of BOD
3	Composition of Committee	Annexure I - Composition of Committee
4	Meeting of BOD	Annexure I - Meeting of BOD
5	Meeting of Committees	Annexure I - Meeting of Committees
6	Related Party Transaction	Annexure I - Related Party Transaction
7	Affirmation	Annexure I - Affirmation
8	Website	Annexure II - Website
9	Annual Affirmation	Annexure II - Annual Affirmation
10	Annual Affirmation Continue	Annexure II - Annual Affirmation Continue
11	Annexure III	Annexure III
12	Signatory Details	Signatory Details

4. Steps for Filing Corporate Governance Report

I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

II. Validating Sheets: Click on the "**Validate**" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

III. Validate All Sheets: Click on the "**Home**" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

VI. Upload XML file to MSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to MSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

5. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

[Home](#)[Validate](#)

General information about company

Scrip code	000000
NSE Symbol	
MSEI Symbol	VISISTH
ISIN	INE178W01010
Name of the entity	VISISTH CHAY VYAPAR LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter
ended date only

[Prev](#)[Next](#)

Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors																				
Disclosure of terms on composition of board of directors explaining																				
Whether the listed entity has a Register of Directors																				
Whether Chairperson is related to MD or CEO																				
Sr	Sl. No.	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 Sec. 174(4) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Tenure of director (in months)	No. of Directorships in listed entities (including this listed entity) (Refer Regulation 174(4) of Listing Regulations)	No. of Independent Directorships in listed entities (including this listed entity) (Refer Regulation 174(4) of Listing Regulations)	Number of memberships in Audit/ Nomination/ Remuneration Committees held in listed entities (including this listed entity) (Refer Regulation 174(4) of Listing Regulations)	No. of posts of Chairperson in Audit/ Nomination/ Remuneration Committees held in listed entities (including this listed entity) (Refer Regulation 174(4) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	01	CHANDRA SHEKHAR	4120191304	00020016	Executive Director - Non	Non-Executive	Non-Executive	04-02-1957	NA		04-02-2018				1	1				
2	02	CHANDRA SHEKHAR	4120191304	00020016	Executive Director - Non	Non-Executive	Non-Executive	04-02-1957	NA		04-02-2018				1	1				
3	03	CHANDRA SHEKHAR	4120191304	00020016	Executive Director - Non	Non-Executive	Non-Executive	04-02-1957	NA		04-02-2018				1	1				
4	04	CHANDRA SHEKHAR	4120191304	00020016	Executive Director - Non	Non-Executive	Non-Executive	04-02-1957	NA		04-02-2018				1	1				
5	05	CHANDRA SHEKHAR	4120191304	00020016	Executive Director - Non	Non-Executive	Non-Executive	04-02-1957	NA		04-02-2018				1	1				

Save

Next

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filed for every Committee.
2. Date of Appointment can be any day upto December 31, 2019.
3. Date of Cessation must be for the current quarter only, i.e. October 1,2019 to December 31,2019.

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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	02471328	BINOD BIHANI	Non-Executive - Independent Director	Chairperson	01-07-2018		
2	00343396	TARAK NATH DEY	Non-Executive - Independent Director	Member	01-07-2018		
3	07590027	CHANCHAL RUNGTA	Non-Executive - Non Independent Director	Member	01-07-2018		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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	02471328	BINOD BIHANI	Non-Executive - Independent Director	Chairperson	01-07-2018		
2	00343396	TARAK NATH DEY	Non-Executive - Independent Director	Member	01-07-2018		
3	07203672	TRIPTI MODI	Non-Executive - Non Independent Director	Member	01-07-2018		
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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	02471328	BINOD BIHANI	Non-Executive - Independent Director	Chairperson	01-07-2018		
2	00343396	TARAK NATH DEY	Non-Executive - Independent Director	Member	01-07-2018		
3	07590027	CHANCHAL RUNGTA	Non-Executive - Non Independent Director	Member	01-07-2018		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee

Whether the Risk Management 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
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

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
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

[Home](#)[Validate](#)

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
	Add Delete					
1	14-11-2019			Yes	5	2
2	14-02-2020	91		Yes	5	2

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

[Home](#)[Validate](#)

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								Add Notes	
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*	
Add Delete									
1	Audit Committee	14-11-2019				Yes	3	2	
2	Audit Committee	14-02-2020	91			Yes	3	2	
3	Nomination and remuneration committee	14-11-2019				Yes	3	2	
4	Nomination and remuneration committee	14-02-2020	91			Yes	3	2	
5	Stakeholders Relationship Committee	14-11-2019				Yes	3	2	
6	Stakeholders Relationship Committee	14-02-2020	91			Yes	3	2	

[Prev](#)[Next](#)

* to be filled in only for the current quarter meetings

Annexure 1			
V. Related Party Transactions			
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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

[Home](#)[Validate](#)

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://vcvl.in/about-us.html
2	Terms and conditions of appointment of independent directors	Yes		http://vcvl.in/investors-info.html
3	Composition of various committees of board of directors	Yes		http://vcvl.in/managment-team.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://vcvl.in/investors-info.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://vcvl.in/investors-info.html
6	Criteria of making payments to non-executive directors	Yes		http://vcvl.in/investors-info.html
7	Policy on dealing with related party transactions	Yes		http://vcvl.in/investors-info.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		http://vcvl.in/investors-info.html
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://vcvl.in/contact.html
11	email address for grievance redressal and other relevant details	Yes		http://vcvl.in/contact.html
12	Financial results	Yes		http://vcvl.in/investors-info.html
13	Shareholding pattern	Yes		http://vcvl.in/investors-info.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://vcvl.in/corporate-announcement.html
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://vcvl.in/investors-info.html
21	Materiality Policy as per Regulation 30	Yes		http://vcvl.in/investors-info.html
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		http://vcvl.in/about-us.html
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

[Prev](#)[Next](#)

[Home](#)[Validate](#)

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	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

[Prev](#)[Next](#)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SHILPI PODDAR
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Add Notes	

[Prev](#)[Next](#)

Annexure II

1	Name of signatory	SHILPI PODDAR
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

[Prev](#)[Next](#)

Annexure II		
1	Name of signatory	SHILPI PODDAR
2	Designation	Company Secretary and Compliance Officer

[Home](#)[Validate](#)

Signatory Details

Name of signatory	SHILPI PODDAR
Designation of person	Company Secretary and Compliance Officer
Place	KOLKATA
Date	31-03-2020

[Prev](#)