

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity: Visish Chay Vjappar Limited
2. Quarter ending: 31st March, 2019.

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 26(1))	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
Mr.	CHAMPALAL PAREK	AEXP9135M & 00030815	Managing Director	26.05.1989	-	7	7	4
Mr.	TARAK NATH DEY	AIVPD7009D & 00343396	Non-Executive, Independent Director	24.09.2015	Till 2020	7	9	0
Mr.	BINOD BIHANI	AKHPE7263K & 02421328	Non-Executive, Independent Director	24.09.2015	Till 2020	2	4	3
Ms.	TRIPTI MODI	BFCPM856ZH & 07203672	Non-Executive, Non-Independent Director	13.08.2016	-	5	3	0
Ms.	CHANCHAL RUNGTA	BFMFM5176B & 07590027	Non-Executive, Non-Independent Director	13.08.2016	-	6	6	2

PAN number 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 in 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.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Binod Bihani	Chairperson, Non Executive, Independent Director
	Tarak Nath Dey	Non-Executive, Independent Director
	Chancharl Rungta	Non-Executive, Non Independent Director
2. Nomination & Remuneration Committee	Binod Bihani	Chairperson, Non Executive, Independent Director
	Tarak Nath Dey	Non Executive, Independent Director
	Tripti Modi	Non-Executive, Non Independent Director
3. Risk Management Committee/IF Committee	N/A	N/A
4. Stakeholders Relationship Committee	Binod Bihani	Chairperson, Non Executive, Independent Director
	Tarak Nath Dey	Non-Executive, Independent Director
Chancharl Rungta		Non-Executive, Non Independent Director

*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.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the quarter	Maximum gap between any two consecutive (in number of days)
14/11/2018	02/02/2019	79

IV. Meeting of Committees				
Name of the Committee	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 the number of days*
Audit Committee	02/02/2019	Yes	14/11/2018	79
Nomination & Remuneration Committee	02/02/2019	Yes	14/11/2018	79
Stakeholder Relationship Committee	02/02/2019	Yes	14/11/2018	79

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA/refer note)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

Subject	Compliance Status (Yes/No)
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure	Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure	Yes
a. Audit Committee	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
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 the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. The Report for the quarter Ending 31st December, 2018 was placed in the Board Meeting held on 2nd February, 2019. However no comments /observation or advice was given by the board. This report for the quarter ended 31st March, 2019 will be placed at the ensuing meeting of the	Yes

For Visisth Chay Vvapar Ltd.

Shilpi Poddar

Signature:

Name : Shilpi Poddar

Designation: Compliance Officer

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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- 2) If status is "No" details of non-compliance may be given here.
- 3) If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : Not Applicable

Shilpi Poddar

Signature:

Name : Shilpi Poddar

Designation: Compliance Officer