

# **VISHVESHAM INVESTMENTS & TRADING LIMITED**

Reg. Off: B-702, 7th Floor, Neelkanth Business Park, Kiroli Village, Near Bus Depot,  
Vidyavihar (West), Mumbai-400 086

E-Mail ID: roc.viatl@gmail.com

CIN: L74899MH1981PLC272664

**Date:** 15<sup>th</sup> January, 2018

**To,**  
**The Calcutta Stock Exchange Limited**  
**7, Lyons Range,**  
**Kolkata-700001**

Dear Sir/Madam,

**Sub: Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2017**

**Ref: Regulation 27 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find below the corporate governance report for the quarter ending 31<sup>st</sup> December, 2017. The said report is being provided in compliance of regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking you

Yours faithfully,

**For Vishvesham Investments And Trading Limited**

**Ajay Kantilal Vora**  
**Managing Director**  
**DIN: 06864950**  
**Address: 1004, Parvati Heritage, Cama Lane.**  
**Ghatkopar (west) Mumbai 400086**

Encl: As Above

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## **Annexure-I**

### **Compliance Report on Corporate Governance**

- 1. Name of Listed Entity** : Vishvesham Investments And Trading Limited
- 2. Quarter ending** : 31<sup>st</sup> December, 2017

<b>I. Composition of Board of Directors</b>								
<b>Title of the Director (Mr./Ms.)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson /Executive/ Non Executive/Independent/Nominee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure *</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Ajay Kantilal Vora	06864950 AACPV5878 M	Executive Director	14/05/2014	N.A.	1	2	0
Mrs.	Smita Ajay Vora	06864944 ADNPV2415 Q	Non Independent Director/Non Executive	14/05/2014		1	0	0

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Mr.	Satish Phoolchand Rajbhar	06798717 BHEPR8588 J	Independent Director/Non Executive	14/05/2014	3 years and 7 months	6	12	5
Mr.	Rajni Jethalal Shah	07008158 AADPS3594 A	Independent Director/Non Executive	01/11/2014	3 years and 2 months	5	10	4

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 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.

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non Executive/independent/Nominee) &amp;</b>
1.Audit Committee	*Mr. Satish Phoolchand Rajbhar **Mr. Rajni Jethalal Shah Mr. Ajay Kantilal Vora	Chairman & Non Executive Director (Independent Director) Member, Non Executive Director (Independent Director) Member, Executive Director
2.Nomination & Remuneration Committee	Mr. Rajni Jethalal Shah ***Mrs. Smita Ajay Vora Mr. Satish Phoolchand Rajbhar	Chairman & Non Executive Director (Independent Director) Member, Non Executive Director Member, Non Executive Director (Independent Director)
3.Risk Management Committee (if applicable)	N.A	N.A

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4.Stakeholders Relationship Committee	Mr. Rajni Jethalal Shah	Chairman & Non Executive Director (Independent Director)
	Mr. Satish Phoolchand Rajbhar	Member, Non Executive Director (Independent Director)
	Mr. Ajay Kantilal Vora	Member, Executive Director

**Note: The Board of Directors of the Company reconstituted the Committees on 14<sup>th</sup> November, 2017 as follows:**

**\*Mr. Satish Phoolchand Rajbhar was re-designated as Chairperson of Audit Committee.**

**\*\*Mr. Rajni Jethalal Shah was re-designated as Member of Nomination And Remuneration Committee.**

**\*\*\*Mrs. Smita Ajay Vora appointed as Member of Nomination And Remuneration Committee.**

### **III. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
12-08-2017	14-11-2017	93 Days

### **IV. Meeting of Committees**

<b>Type of Meeting</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum (details) met</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee	14-11-2017	Yes	12-08-2017	93 Days

\*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**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	N.A

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Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A
<b>Note:</b>  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.	
<b>VI. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 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. 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. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	
<b>Name &amp; Designation</b>  <b>Ajay Kantilal Vora</b> <b>Managing Director</b> <b>DIN: 06864950</b> <b>Address: 1004,Parvati Heritage, Cama Lane.</b> <b>Ghatkopar (west) Mumbai 400086</b>	

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.