

KD LEISURES LIMITED

(Formerly known as Vishvesham Investments & Trading Limited)

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

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

CIN: L55100MH1981PLC272664

Date: 11th July, 2018

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

To,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Kala Ghoda, Fort,
Mumbai – 400 001.

Dear Sir/Madam,

Sub: Corporate Governance Report for the quarter ended 30th June, 2018

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 30th June, 2018. 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 KD Leisures Limited
(Formerly known as Vishvesham Investments And Trading Limited)



Kalpak Ajay Vora

Director

DIN: 01556520

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 : 30th June, 2018

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 25(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)
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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) &
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
4.Stakeholders Relationship Committee	Mr. Rajni Jethalal Shah	Chairman & Non Executive Director (Independent Director)

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	Mr. Satish Phoolchand Rajbhar Mr. Ajay Kantilal Vora	Member, Non Executive Director (Independent Director) Member, Executive Director
5. Corporate Social Responsibility Committee	N.A	N.A
6. Other Committee	N.A	N.A

Note: The Board of Directors of the Company reconstituted the Committees on 14th 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

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)
14-02-2018	25-05-2018	97 Days

IV. Meeting of Committees

Type of Meeting	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum (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	25-05-2018	Yes	14-02-2018	97 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

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

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

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:

Name & Designation


Kalpak Ajay Vora
Director

DIN: 01556520

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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.