

July 27, 2020

To,  
The Manager  
The Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020.**  
**Ref.: Vishal Fabrics Limited, Scrip Code: 538598, Security ID: VISHAL**

Dear Sir/Ma'am,


In terms of clause 3 (b) (iii) of SEBI Circular No.: CIR/CFD/CMD1/27/2019 dated February 8, 2019, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2020, issued by K. Jatin & Company, Practicing Company Secretaries.

The said report is also available on Company's website [www.vishalfabricsltd.com](http://www.vishalfabricsltd.com)

You are requested to kindly take the above information on records.

Thanking You,

Yours Faithfully,  
For Vishal Fabrics Limited

  
Deepak Vyas  
Company Secretary



Encl:a/a

**Corporate Office :**

Shanti Corporate House, Nr. Hira Rupa Hall, Bopal-Ambli Rd,  
Bopal, Ahmedabad - 380058, Gujarat, India.  
Ph : +91 6359701763 | 6359701796

**Registered Address :**

Ranipur, Narol road, Ahmedabad - 382405,  
Gujarat, India.

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**SECRETARIAL COMPLIANCE REPORT OF  
VISHAL FABRICS LIMITED  
FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2020**

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We Jatin Harishbhai Kapadia have examined:

- (a) all the documents and records made available to us and explanation provided by Vishal Fabrics Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable during the year under reviewed;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable during the year under reviewed;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable during the year under reviewed;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable during the year under reviewed;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
----- N.A. -----			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
----- N.A. -----				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
----- N.A. -----				

**K. JATIN & CO.,**  
**(COMPANY SECRETARY)**  
**(UCN:S2017GJ508600)**

**DATE: JULY 24, 2020**  
**PLACE: AHMEDABAD**  
**UDIN: A026725B000500902**



*Jatin H. Kapadia*  
**JATINBHAI HARISHBHAI KAPADIA**  
**COMPANY SECRETARY**  
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