

General information about company	
Scrip code	538598
NSE Symbol	NIL
MSEI Symbol	
ISIN	INE755Q01025
Name of the entity	VISHAL FABRICS 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	Top 1000 listed entities

**DEEPAK VYAS**

*Deepak*  
**Company Secretary**

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory | Textual Information(1)

Whether the listed entity has a Regular Chairperson | No

Whether Chairperson is related to MD or CEO | Yes

Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chair in A Stake Comm hel list ent incl this l entity Regu 26( Lis Regul
DARA SURESH CHANDRA SHAH	BUTPS8329G	06983857	Non-Executive - Independent Director	Not Applicable	Shareholder Director	14-11-1988	NA		05-03-2015	30-09-2019		61	3	3	3	1
SHUBHANKAR JHA	ACHPJ6248E	07208823	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-06-1948	Yes	30-09-2019	28-05-2015	30-09-2019		58	1	1	2	0
HITRANJAN SINGH	AJFPS3712B	07300731	Non-Executive - Independent Director	Not Applicable	Shareholder Director	23-02-1953	NA		30-05-2017			34	2	2	0	4
BRIJMOHAN ANDAN CHIRPAL	ACCPA7904K	00290426	Executive Director	Chairperson related to Promoter	CEO-MD	15-07-1961	NA		01-06-2017				1	0	1	0

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**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

**Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	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 Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	AMIT KHEMCHAND KADMAWALA	ABVPK6594P	07016454	Executive Director	Not Applicable		06-07-1977	NA		13-11-2014	30-09-2019			1	0
6	Mr	RAVINDRA BAJARANGLAL BAJAJ	AMGPB8548L	08243855	Executive Director	Not Applicable		12-09-1962	NA		25-05-2019				1	0

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**Company Secretary**

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	07300731	CHITRANJAN AJAIB SINGH	Non-Executive - Independent Director	Chairperson	30-05-2017		
2	07208823	SHUBHANKAR JHA	Non-Executive - Independent Director	Member	28-05-2015		
3	06983857	DHARA SURESHCHANDRA SHAH	Non-Executive - Independent Director	Member	05-03-2015		
4	00290426	BRIJMOHAN DEVKINANDAN CHIRIPAL	Executive Director	Member	01-06-2017		

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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	06983857	DHARA SURESHCHANDRA SHAH	Non-Executive - Independent Director	Chairperson	05-03-2015		
2	07208823	SHUBHANKAR JHA	Non-Executive - Independent Director	Member	28-05-2015		
3	07300731	CHITRANJAN AJAIB SINGH	Non-Executive - Independent Director	Member	30-05-2017		

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**Company Secretary**

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	07300731	CHITRANJAN AJAIB SINGH	Non-Executive - Independent Director	Chairperson	30-05-2017		
2	07208823	SHUBHANKAR JHA	Non-Executive - Independent Director	Member	28-05-2015		
3	06983857	DHARA SURESHCHANDRA SHAH	Non-Executive - Independent Director	Member	05-03-2015		

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Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	00290426	BRIJMOHAN DEVKINANDAN CHIRIPAL	Executive Director	Chairperson	01-06-2017		
2	07300731	CHITRANJAN AJAIB SINGH	Non-Executive - Independent Director	Member	30-05-2017		
3	07208823	SHUBHANKAR JHA	Non-Executive - Independent Director	Member	28-05-2015		
4	06983857	DHARA SURESHCHANDRA SHAH	Non-Executive - Independent Director	Member	05-03-2015		

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Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	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*
1	14-11-2019				Yes	5	3
2		14-02-2020	91		Yes	5	2

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Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
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*
1	Audit Committee	14-11-2019				Yes	4	3
2	Audit Committee	14-02-2020	91			Yes	4	2
3	Stakeholders Relationship Committee	14-11-2019				Yes	3	3
4	Stakeholders Relationship Committee	14-02-2020	91			Yes	3	2
5	Nomination and remuneration committee	14-02-2020				Yes	3	2
6	Corporate Social Responsibility Committee	14-11-2019				Yes	4	3

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Company Secretary

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	Yes	

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**Company Secretary**

**Annexure 1**

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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

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**Company Secretary**

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		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>

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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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
12	Financial results	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
13	Shareholding pattern	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
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		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
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		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://vishalfabricsltd.com/">https://vishalfabricsltd.com/</a>

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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	

**DEEPAK VYAS**

**Company Secretary**

**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.
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	

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**Company Secretary**

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.
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)	Yes	
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	

**DEEPAK VYAS**



**Company Secretary**



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.
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				

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**Company Secretary**

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	

**DEEPAK VYAS**  
  
**Company Secretary**

Signatory Details	
Name of signatory	DEEPAK VYAS
Designation of person	Company Secretary and Compliance Officer
Place	AHMEDABAD
Date	04-05-2020

**DEEPAK VYAS**



**Company Secretary**