

**General information about company**

Scrip code	538598
NSE Symbol	NIL
MSEI Symbol	NIL
ISIN	INE755Q01025
Name of the entity	VISHAL FABRICS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I**

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

**I. Composition of Board of Directors**

Category 1 of directors		Category 2 of directors		Category 3 of directors		Disqualification of Directors under section 164 of the Companies Act, 2013		Current status		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 Director in listed entities including this listed entity (Refer Regulation 17A(1) Listing Regulations)	
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 Director in listed entities including this listed entity (Refer Regulation 17A(1) Listing Regulations)									
Executive Director	Chairperson related to Promoter	MD	15-07-1961	No				Active	NA		01-06-2017				1	0									
Executive Director	Not Applicable		06-07-1977	No				Active	NA		13-11-2014	30-09-2019			1	0									
Executive Director	Not Applicable		12-09-1962	No				Active	NA		25-05-2019				1	0									
Executive Director	Not Applicable		10-10-1981	No				Active	NA		08-08-2022				1	0									

## I. Composition of Board of Directors

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

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

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Inc Dir i in th Re 1 Re
Non-Executive - Independent Director	Not Applicable		05-06-1948	No				Active	Yes	30-09-2019	28-05-2015	30-09-2019		88	1	1
Non-Executive - Independent Director	Not Applicable		15-04-1959	No				Active	NA		01-06-2021			16	3	3
Non-Executive - Independent Director	Not Applicable		14-11-1988	No				Active	NA		05-03-2015	30-09-2019		91	3	3

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	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Chairperson	01-06-2021		
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 D. CHIRIPAL	Executive Director	Member	01-06-2017		

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	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		

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	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Chairperson	01-06-2021		
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	07016454	AMIT KHEMCHAND KADMAWALA	Executive Director	Member	03-03-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

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 D. CHIRIPAL	Executive Director	Chairperson	01-06-2017		
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	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	19-05-2022				Yes	6	5	3
2		08-08-2022	80		Yes	6	6	3

**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)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-05-2022				Yes	4	4	3	0
2	Audit Committee	08-08-2022	80			Yes	4	4	3	0
3	Stakeholders Relationship Committee	19-05-2022				Yes	4	4	3	0
4	Stakeholders Relationship Committee	08-08-2022	80			Yes	4	4	3	0
5	Nomination and remuneration committee	19-05-2022				Yes	3	3	3	0
6	Nomination and remuneration committee	08-08-2022	80			Yes	3	3	3	0

**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	

**Annexure 1****VI. Affirmations**

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 1000 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

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Nikhil Vadera
2	Designation	Company Secretary and Compliance Officer

**Annexure III****III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

**Annexure III**

1	Name of signatory	Nikhil Vadera
2	Designation	Company Secretary and Compliance Officer



<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee	6770979	6770979
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Dharmesh Dattani		
Designation	CFO		
Place	Ahmedabad		
Date	17-10-2022		

**Signatory Details**

Name of signatory	Nikhil Vadera
Designation of person	Company Secretary and Compliance Officer
Place	Ahmedabad
Date	17-10-2022

