

May 12, 2022

To,  
The Manager  
The Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 538598  
Security ID: VISHAL

Dear Sir/Ma'am,

**Sub: Vishal Fabrics Limited: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2022.**

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of Vishal Fabrics Limited for the financial year ended March 31, 2022, 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 Sincerely,  
For Vishal Fabrics Limited



**Nikhil Vadera**  
Company Secretary  
Membership No.: A49435  
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.



**SECRETARIAL COMPLIANCE REPORT OF VISHAL FABRICS LIMITED FOR THE  
YEAR ENDED MARCH 31, 2022**

I 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 website of the listed entity,
- (c) any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of :-

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

During the period of our audit, the listed entity has not done any buyback of its securities. Hence the reporting of compliance under these regulations does not arise.

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

During the period of our audit, the listed entity has not issued/granted any Share Based Employee Benefits to their employees. Hence the reporting of compliance under these regulations does not arise.

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

During the period of our audit the listed entity has not issued/listed any Debt Security. Hence the reporting of compliance under these regulations does not arise.

- (g) Securities and Exchange Board of India (Issue and Listing of Non-convertible and Redeemable Preference Shares) Regulations, 2013.

During the period of our audit the listed entity has not issued/listed any Non-convertible and Redeemable Preference Shares. Hence the reporting of compliance under these regulations does not arise.

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.





and based on the above examination, I 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
NIL			

- (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 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.
NIL				

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

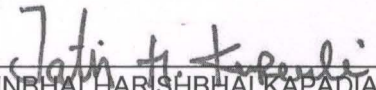
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S. G. Highway, Ahmedabad - 380 051. Gujarat, INDIA  
Contact : +91-79-489 44 6 55  
E - mail : cskjco@gmail.com

  
**K. JATIN & Co.**  
COMPANY SECRETARIES

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	Regulation 295 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 whereby the Company is delay by 15 days for implementation of bonus shares.	Regulation 295 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 whereby the Company is delay by 15 days for implementation of bonus shares.	Fine amount <sup>1</sup> INR 3,00,000/- (Indian Rupees Three Lacs Only) has been paid by the Company	The Company has paid necessary fine in connection with delay of implementation the bonus issue.

Date: 11<sup>th</sup> May 2022  
Place: Ahmedabad  
UDIN: F011418D000304337



  
JATINBHAI HARISHBHAI KAPADIA  
PROPRIETOR  
COP: 12043  
ACS: 26725

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

<sup>1</sup> As per mail dated January 04, 2021, from BSE Limited