

Date: March 30, 2024

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

Sub: Vishal Fabrics Limited: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") -Investment in Company pursuant to Rights Issue

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with **Schedule III, Part A, Para A, Clause 1 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, we would like to inform that M/s. Quality Exim Private Limited has allotted 408000 Equity Shares and M/s. Nandan Industries Private Limited has allotted 750000 Equity Shares, of face value of Rs. 10/- each at par pursuant to Rights Issue including unsubscribed portion of rights issue for a total consideration of Rs. 40,80,000 and Rs. 75,00,000 respectively to Vishal Fabrics Limited ("the Company") on dated March 29, 2024.

Pursuant to this, Vishal Fabrics Limited ("the Company") post Rights issue holds 28.03% and 23.17% Equity Share Capital of M/s. Quality Exim Private Limited and M/s. Nandan Industries Private Limited respectively and accordingly M/s. Quality Exim Private Limited and M/s. Nandan Industries Private Limited became the "Associate Company" of Vishal Fabrics Limited ("the Company") w.e.f. March 29, 2024.

The detailed disclosure as required under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September 2015 is enclosed herewith as **Annexure- I**.

The above may kindly be taken on your records.

Thanking You,
Yours faithfully,

For VISHAL FABRICS LIMITED

BRIJMOHAN
DEVKINAND
AN CHIRIPAL

Brijmohan Chiripal
Managing Director
DIN: 00290426

Registered Office :

Shanti Corporate House, Nr. Hira Rupa Hall, Bopal-Ambli Rd, Bopal, Ahmedabad - 380058, Gujarat, India.
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Annexure-I

Sr. No.	Particulars	Disclosures
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>M/s. Quality Exim Private Limited (“QEPL”/ “Issuer I”) and M/s. Nandan Industries Private Limited (“NIPL”/ “Issuer II”) both engaged in business of manufacturing, weaving, bleaching, dying, processing, mercerising, printing, sizing, importing, exporting purchasing, selling and/or otherwise dealing in yarn of all types of cotton and other fabrics.</p> <p><u>QEPL:</u></p> <p>The Authorized Share Capital –</p> <p>Rs. 4,25,00,000 divided into 27,50,000 Equity Shares of Rs. 10/- each and 15,00,000 Preference Shares of Rs. 10/-each."</p> <p>Paid-up Share Capital (Pre RI)- Rs. 1,97,07,500 comprising of 13,70,000 Equity Shares of Rs.10 each and 6,00,750 Preference Shares of Rs.10 each.</p> <p>Turnover- Rs. 207.74 Cr for the financial year ended March 31, 2023</p> <p><u>NIPL:</u></p> <p>The Authorized Share Capital –</p> <p>Rs. 6,81,50,000 divided into 50,40,000 Equity Shares of Rs. 10/- each and 17,75,000 Preference Shares of Rs. 10/-each."</p> <p>Paid-up Share Capital (Pre RI)-Rs. 42,950,000/- comprising of 25,20,000 Equity Shares of Rs. 10/- each and 17,75,000 preference shares of Rs. 10/- each.</p> <p>Turnover- Rs. 214.12 Cr for the financial year ended March 31, 2023.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length”;	<p>Yes, the acquisition falls within Related Party Transaction. QEPL and NIPL post this Rights issue, became an Associates of the Company.</p> <p>Further, the acquisition has been made vide subscription of Equity Shares at par on Rights basis and the same is considered at arm’s length.</p>
3	Industry to which the entity being acquired belongs;	QEPL and NIPL both engaged in Textile business.

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4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>The acquisition is by way of rights offered for subscription of shares of QEPL and NIPL.</p> <p>Consequent upon the allotment, the holding of the Company in QEPL and NIPL 28.03% and 23.17% Equity Share Capital respectively and subsequently aforesaid both issuer company became the “Associate Company” of Vishal Fabrics Limited.</p> <p>The Company and the Issuer are in same line of business, i.e. Textile Business.</p>														
5	Brief details of any governmental or regulatory approvals required for the acquisition;	Not applicable														
6	Indicative time period for completion of the acquisition	W.e.f. March 29, 2024. (Date of Allotment)														
7	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash														
8	Cost of acquisition or the price at which the shares are acquired	<p>QEPL- 408000 Equity Shares @ Rs. 10 each at par for a total consideration of Rs. 40,80,000/-</p> <p>NIPL-750000 Equity Shares @ Rs. 10 each at par for a total consideration of Rs.7,50,00,00/-</p>														
9	Percentage of shareholding / control acquired and / or number of shares acquired;	The holding of the Company in QEPL and NIPL 28.03% and 23.17% Equity Share Capital.														
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>QEPL and NIPL incorporated under the provision of the Companies Act, 1956 and engaged in business of manufacturing, weaving, bleaching, dyeing, processing, mercerising printing, sizing, importing, exporting purchasing, selling and/or otherwise dealing in yarn of all types of cotton and other fabrics.</p> <p>The turnover of QEPL and NIPL for last 3 years is given below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Year</th> <th colspan="2">Turnover (In Cr.)</th> </tr> <tr> <th>QEPL</th> <th>NIPL</th> </tr> </thead> <tbody> <tr> <td>FY -2022-23</td> <td>207.74</td> <td>214.12</td> </tr> <tr> <td>FY -2021-22</td> <td>226.19</td> <td>231.65</td> </tr> <tr> <td>FY - 2020-21</td> <td>92.01</td> <td>101.35</td> </tr> </tbody> </table>	Year	Turnover (In Cr.)		QEPL	NIPL	FY -2022-23	207.74	214.12	FY -2021-22	226.19	231.65	FY - 2020-21	92.01	101.35
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