

July 27, 2024

**To,
The Compliance Department,
BSE Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 538598
Security ID: VISHAL**

Dear Sir/Ma'am,

Subject: Outcome of the Board Meeting held on July 27, 2024.

In pursuance of relevant regulations of the SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015, we hereby inform you that Meeting of the Board of Directors held on July 27, 2024 commenced at 3.30 P.M. at Shanti Corporate House, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal, Ahmedabad and concluded at 5.00 P.M. has inter alia:

1. Considered, approved and adopted the Standalone and Consolidated Un-Audited Financial Results of the Company for the quarter ended 30th June, 2024.

The Standalone and Consolidated Un-Audited Financial Results of the Company for the First quarter ended June 30, 2024 along with the Limited Review Report by the Statutory Auditors' thereon is enclosed with outcome as **Annexure -I**.

2. Increase in authorized share capital of the Company.

To increase the Authorized Share Capital of the Company, subject to members' approval, from Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores Only) Equity Shares of Rs. 5/- each to Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores Only) divided into 30,00,00,000 (Thirty Crores Only) Equity Shares of Rs. 5/- each and consequent amendment in the Capital Clause (Clause V) of Memorandum of Association of the Company.

3. Preferential Issue:

The Board considered and approved raising of funds through Issue of Compulsorily Convertible Equity Warrants ("Warrants") to the "Non-Promoter, Public Category" Investors on preferential basis by issuing up to 5,00,00,000 (Five Crores only)

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Warrants, convertible in one or more tranches to equity shares of Rs. 5/- each of the Company at an issue price of Rs. 30.60/- each Warrant subject to necessary shareholders/ regulatory approvals, as applicable.

The details required in terms of Regulation 30 of SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as below:

SR. NO	NO PARTICULARS	REMARKS
1	Type of securities proposed to be issued (viz. equity shares, convertible securities etc.).	Convertible warrants ("Warrants") with a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant
2	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Company will issue and allot up to 5,00,00,000 Warrants to the "Non-Promoter, Public Category" on Preferential Basis convertible in one or more tranches to equity shares of Rs. 5/- each of the Company at an issue price of Rs. 30.60/- each Warrant, which is higher than the floor price determined in accordance with Regulation 164 of SEBI (ICDR) Regulation, 2018 aggregating up to Rs. 153,00,00,000 (Rupees One Hundred Fifty-Three Crores Only).

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4	Details furnished in case of preferential issue:																											
A	Names of investors																											
	Sr No.	Name of the Proposed Allottee	No. of Convertible Warrants proposed to be allotted																									
	1	Silver Stallion Limited	1,50,00,000																									
	2	Vikasa India EIF I Fund	1,00,00,000																									
	3	North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund	75,00,000																									
	4	Eminence Global Fund PCC- Eubilia Capital Partners Fund I	75,00,000																									
	5	Nexpact Limited	50,00,000																									
	6	AG Dynamic Funds Limited	50,00,000																									
B	Issue price	Issue price of Rs. 30.60/- per warrant																										
C.	post allotment of securities - outcome of the subscription	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre preferential issue</th> <th colspan="2">Post preferential issue*</th> </tr> <tr> <th>No of Shares</th> <th>%</th> <th>No of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters and Promoter Group (A)</td> <td>13,63,47,977</td> <td>69.00</td> <td>13,63,47,977</td> <td>55.07</td> </tr> <tr> <td>Public (B)</td> <td>6,12,62,026</td> <td>31.00</td> <td>11,12,62,026</td> <td>44.93</td> </tr> <tr> <td>Total (A) + (B)</td> <td>19,76,10,003</td> <td>100.00</td> <td>24,76,10,003</td> <td>100.00</td> </tr> </tbody> </table> <p>* Assuming full conversion of 5,00,00,000 Warrants proposed to be issued and allotted to Proposed Allottees in to 5,00,00,000 equity shares of the Company.</p>			Category	Pre preferential issue		Post preferential issue*		No of Shares	%	No of Shares	%	Promoters and Promoter Group (A)	13,63,47,977	69.00	13,63,47,977	55.07	Public (B)	6,12,62,026	31.00	11,12,62,026	44.93	Total (A) + (B)	19,76,10,003	100.00	24,76,10,003	100.00
Category	Pre preferential issue		Post preferential issue*																									
	No of Shares	%	No of Shares	%																								
Promoters and Promoter Group (A)	13,63,47,977	69.00	13,63,47,977	55.07																								
Public (B)	6,12,62,026	31.00	11,12,62,026	44.93																								
Total (A) + (B)	19,76,10,003	100.00	24,76,10,003	100.00																								
D.	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument.	<p>The warrants are having a validity of 18 months from the date of the allotment and any relevant occurrences during this time frame relevant disclosures under this point will be disseminated to the exchange.</p> <p>Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment of warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of Warrants into Equity Shares will be available upon payment of full price of warrant before such exercise of option.</p>																										

Registered Office :

		An amount equivalent to 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e. 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares
E.	Nature of Consideration	Cash
F.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

4. QIP Issue:

Raising of funds by way of issuance of such number of equity shares having face value of Rs. 5/- each of the Company ("Equity Shares") and / or other eligible securities or any combination thereof (hereinafter referred to as "Securities"), for an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) or an equivalent amount thereof by way of qualified institutional placement ("QIP") or other permissible mode in accordance with the applicable laws in one or more tranches; subject to the receipt of the necessary approvals including the approval of the members of the Company and other regulatory / statutory approvals, as may be required.

The details required in terms of Regulation 30 of SEBI LODR read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is as below:

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S. No.	Particulars	Disclosures
1	Type of securities proposed to be Issued	Equity Shares at a face value of Rs. 5/- each.
2	Type of issuance	Qualified Institutions Placement (QIP) in terms of Chapter VI of SEBI (ICDR) Regulations, 2018
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to Rs. 100 Crores

5. Considered and approved other matters as per agenda sent to the Board.

We shall inform you in due course, the date on which the Company will hold the Annual General Meeting for the year ended 31st March, 2024.

Please take the same on your record.

Thanking you,
For VISHAL FABRICS LIMITED

Digitally signed by
BRIJMOHAN
DEVKINAND
AN CHIRIPAL
Date: 2024.07.27
17:05:55 +05'30'

Brijmohan Chiripal
Managing director
DIN: 00290426

Registered Office :

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

LIMITED REVIEW REPORT

Independent Auditor's Review Report on Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The board of Directors
VISHAL FABRICS LIMITED

1. We have reviewed the accompanying statement of standalone unaudited financial results of **VISHAL FABRICS LIMITED ("the company")** for the quarter ended 30th June, 2024 ("the statement") attached herewith, being submitted by the Company pursuant to the requirement of regulation 33 of SEBI (Listing Obligations and Disclosures Requirements, 2015 ("the Regulation"), as amended.

2. Management's Responsibility for the statement:

This statement, which is responsibility of the Company's Management and approved by the Board of Directors has been prepared in accordance with the recognition & measurement principle laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under section 133 of companies act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our Responsibility is to issue a report on the Statement based on our review.

3. Auditor's Responsibility:

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



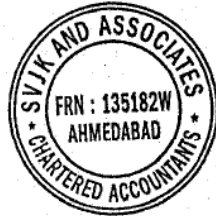
4. Conclusion:

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards (Ind AS) specified under section 133 of the companies act, 2013 as amended and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For, S V J K and Associates
Chartered Accountants
Firm Reg. No. 135182W

Reeturaj

Reeturaj Verma
Partner
M.No. 193591



Place: Ahmedabad
Date: 27.07.2024
UDIN: 24193591BKAFNO7136

VISHAL FABRICS LIMITED

(Rupees in Lakh except per share data)

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30.06.2024

Sr. No.	Particulars	Quarter ended			Year ended
		30.06.2024	31.03.2024	30.06.2023	31.03.2024
		Un-audited	Audited	Un-audited	Audited
	Income				
I	Revenue from operations	33991.60	41150.78	32820.28	145013.30
II	Other Income	18.40	26.75	15.53	116.62
III	Total Income (I + II)	34010.00	41177.53	32835.81	145129.92
IV	Expenses:				
(a)	Cost of materials consumed	30723.14	36414.61	30687.95	131228.20
(b)	Purchases of stock-in-trade	-	-	-	1.05
(c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(508.28)	501.29	(1,204.56)	(1,270.59)
(d)	Employee benefits expense	667.56	693.23	648.14	2688.32
(e)	Finance Costs	1047.10	1165.49	932.16	3848.22
(f)	Depreciation, depletion and amortisation expense	791.67	834.25	809.98	3270.22
(g)	Other expenses	458.87	525.47	623.35	2270.83
	Total expenses (IV)	33180.06	40134.33	32497.02	142036.25
V	Total Profit / (Loss) before exceptional, extraordinary items & tax (III-IV)	829.94	1043.20	338.79	3093.67
VI	Exceptional Items	-	-	-	-
VII	Total Profit / (Loss) before extraordinary items & tax (V+VI)	829.94	1043.20	338.79	3093.67
VIII	Extraordinary items	-	-	-	-
IX	Profit before tax (VII-VIII)	829.94	1043.20	338.79	3093.67
X	Tax expense				
	Current Tax	250.47	66.17	173.04	851.17
	Tax expense of earlier year	-	(736.11)	-	(736.11)
	Deferred Tax	101.64	1,061.45	(66.11)	865.26
	Total Tax Expenses (X)	352.11	391.51	106.93	980.32
XI	Profit / (Loss) for the period from continuing operations (IX-X)	477.83	651.69	231.86	2113.35
XII	Profit/(Loss) from Discontinued Operations	-	-	-	-
XIII	Tax expenses of Discontinued Operations	-	-	-	-
XIV	Profit/(Loss) from Discontinued Operations (After Tax)(XII-XIII)	-	-	-	-
XV	Profit/(Loss) for the Period (XI+XIV)	477.83	651.69	231.86	2113.35
XVI	Profit / (Loss) for the period from continuing operations (IX-X)	477.83	651.69	231.86	2113.35

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VISHAL FABRICS LIMITED

(Rupees in Lakh except per share data)

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30.06.2024

Sr. No.	Particulars	Quarter ended			Year ended
		30.06.2024	31.03.2024	30.06.2023	31.03.2024
		Un-audited	Audited	Un-audited	Audited
XVII	Other Comprehensive Income net of Tax				
	(a)				
	(i) items that will not be reclassified to profit or loss	35.97	(68.70)	48.88	77.93
	(ii) Income Tax relating to items that will not reclassified to profit or loss	(9.22)	17.61	(12.53)	(19.97)
	(b)				
	(i) items that will be reclassified to profit or loss	-	-	-	-
	(ii) Income Tax relating to items that will not reclassified to profit or loss	-	-	-	-
	Total other comprehensive income, net of tax	26.75	(51.09)	36.35	57.96
XVIII	Total Comprehensive Income for the period (XV+XVII)(Compressing Profit(Loss)and other Comprehensive Income for the period	504.59	600.60	268.21	2171.31
XIX	Earnings per equity share (EPS) (For Continuing Operation)				
	(1) Basic	0.24	0.33	0.12	1.07
	(2) Diluted	0.24	0.33	0.12	1.07
XX	Earnings per equity share (EPS) (For Discontinuing Operation)				
	(1) Basic	-	-	-	-
	(2) Diluted	-	-	-	-
XXI	Earnings per equity share (EPS) (For Continuing and Discontinuing Operation)				
	(1) Basic	0.24	0.33	0.12	1.07
	(2) Diluted	0.24	0.33	0.12	1.07
	Paid up Equity Share Capital (Face Value Rs. 5 each)	9880.50	9880.50	9880.50	9880.50
	Reserve excluding Revaluation Reverse as per Balance sheet of previous accounting year				31321.11

Notes :

- The figures of the corresponding previous quarter or year have been regrouped or reclassified where ever necessary, to make them comparable.
- Results are prepared in compliance with Indian Accounting Standards, ("Ind-AS") notified by the Ministry of Corporate Affairs.
- The above Financial Results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 27th July, 2024.
- The Company has only one segment of activity namely Textile.

Place : Ahmedabad
Date : 27th July, 2024

For and on behalf of Board of Directors


Brijmohan D. Chiripal
Managing Director
DIN: 00290426



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LIMITED REVIEW REPORT

Independent Auditor's Review Report on the Unaudited Consolidated Financial Results of the Company pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended)

To
**The Board of Directors of
VISHAL FABRICS LIMITED**

1. We have reviewed the accompanying Statement of Consolidated unaudited Financial Results of **VISHAL FABRICS LIMITED ("the Parent")** and its share of the net profit after tax and total comprehensive income/loss of its associate for the quarter ended 30TH June, 2024 (the 'Statement'), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the 'Listing Regulations') including relevant circulars issued by SEBI from time to time.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulations 33 and 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

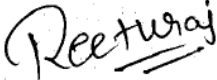


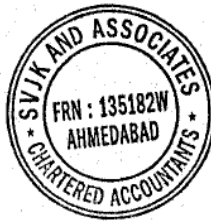
4. The Statement includes the results of the following entities:

Vishal Fabrics Limited (Parent)
Chiripal Textile Mills Private Limited (Associate)
Nandan Industries Private Limited (Associate)
Quality Exim Private Limited (Associate)

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The consolidated unaudited financial results include the interim financial information of 3 associates which have not been reviewed by their auditors, whose consolidated unaudited financial results include the Group's share of profit after tax of Rs. 478.68 lakhs for the quarter ended June 30, 2024 and total comprehensive income of Rs. 505.43 lakhs for the quarter ended June 30, 2024, as considered in the Statement. This unaudited financial information have been furnished to us by the management and our conclusion on the Statement in so far it relates to the amounts and disclosures included in respect of the associate is based solely on such unaudited financial information. In our opinion and according to the information and explanation given to us by the Management, the unaudited financial results are not material to the Parent. Our conclusion on the Statement is not modified in respect of this matter.

For, S V J K and Associates
Chartered Accountants
Firm Reg. No. 135182W


Reeturaj Verma
Partner
M.No. 193591



Place: Ahmedabad
Date: 27.07.2024
UDIN: 24193591BKAFNP5487

VISHAL FABRICS LIMITED

(Rupees in Lakh except per share data)

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30.06.2024

Sr. No.	Particulars	Quarter ended
		30.06.2024
		Un-audited
	Income	
I	Revenue from operations	33991.60
II	Other Income	18.40
III	Total Income (I + II)	34010.00
IV	Expenses:	
(a)	Cost of materials consumed	30723.14
(b)	Purchases of stock-in-trade	0.00
(c)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(508.28)
(d)	Employee benefits expense	667.56
(e)	Finance Costs	1047.10
(f)	Depreciation, depletion and amortisation expense	791.67
(g)	Other expenses	458.87
	Total expenses (IV)	33180.06
V	Total Profit / (Loss) before exceptional, extraordinary items & tax (III-IV)	829.94
VI	Exceptional items	-
VII	Total Profit / (Loss) before extraordinary items & tax (V+VI)	829.94
VIII	Extraordinary items	-
IX	Profit before tax (VII-VIII)	829.94
X	Tax expense	
	Current Tax	250.47
	Tax expense of earlier year	-
	Deferred Tax	101.64
	Total Tax Expenses (X)	352.11
XI	Profit / (Loss) for the period from continuing operations (IX-X)	477.83
XII	Profit/(Loss) from Discontinued Operations	-
XIII	Tax expenses of Discontinued Operations	-
XIV	Profit/(Loss) from Discontinued Operations (After Tax)(XII-XIII)	-
XV	Profit/(Loss) for the Period (XI+XIV)	477.83
XVI	Profit / (Loss) for the period from continuing operations (IX-X)	477.83

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VISHAL FABRICS LIMITED

(Rupees in Lakh except per share data)

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED ON 30.06.2024


Sr. No.	Particulars	Quarter ended
		30.06.2024
		Un-audited
XVII	Share in Profit/(Loss) after tax of Associates (Refer note no. 4)	0.84
XVIII	Profit / (Loss) for the period from continuing operations after Tax and share in Profit/(Loss) in Associates(IX-X)	478.68
XVII	Other,Comprehensive Income net of Tax	
	(a)	
	(i)items that will not be reclassified to profit or loss	35.97
	(ii)Income Tax relating to items that will not reclassified to profit or loss	(9.22)
	(b)	
	(i) items that will be reclassified to profit or loss	-
	(ii)Income Tax relating to items that will not reclassified to profit or loss	-
	Total other comprehensive income,net of tax	26.75
XVIII	Total Comprehensive Income for the period (XV+XVII)(Compressing Profit(Loss)and other Comprehensive Income for the period	505.43
XIX	Earnings per equity share (EPS) (For Continuing Operation)	
	(1) Basic	0.24
	(2) Diluted	0.24
XX	Earnings per equity share (EPS) (For Discontinuing Operation)	
	(1) Basic	-
	(2) Diluted	-
XXI	Earnings per equity share (EPS) (For Continuing and Discontinuing Operation)	
	(1) Basic	0.24
	(2) Diluted	0.24
	Paid up Equity Share Capital (Face Value Rs. 5 each)	9880.50
	Reserve excluding Revaluation Reverse as per Balance sheet of previous accounting year	

Notes :

- Results are prepared in compliance with Indian Accounting Standards, ("Ind-AS") notified by the Ministry of Corporate Affairs.
- The above Financial Results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 27th July, 2024.
- The Company has only one segment of activity namely Textile.
- The parent company has acquired more than 20% equity shares in three companies namely Chiripal Textile Mills Private Limited, Nandan Industries Private Limited and Quality Exim Private Limited. Hence as per Ind AS 110 " Consolidated Financial Statements" read with Ind As 28 "Investments in Associates and Joint Ventures" proportionate profit after tax of the said companies are consolidated with effect from 01-04-2024. Being the first quarter after consolidation previous period information are not provided.

For and on behalf of Board of Directors

Place : Ahmedabad
Date : 27th July, 2024


Brijmohan D. Chiripal
Managing Director

Registered Address :

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