

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	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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**

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	
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
1	Mr	BRIJMOHAN CHIRIPAL DEVKINANDAN	ACCPA7904K	00290426	Executive Director	Chairperson related to Promoter	MD	15-07-1961
2	Mr	RAVINDRAKUMAR BAJRANGLAL BAJAJ	AMGPB8548L	08243855	Executive Director	Not Applicable		12-09-1962
3	Mr	SHUBHANKAR JHA	ACHPJ6248E	07208823	Non-Executive - Independent Director	Not Applicable		05-06-1948
4	Mr	SUSANTA KUMAR PANDA	AATPP6446J	07917003	Non-Executive - Independent Director	Not Applicable		15-04-1959
5	Mrs	DHARA RUPESHKUMAR SHAH	BUTPS8329G	06983857	Non-Executive - Independent Director	Not Applicable		14-11-1988
6	Mr	ARVIND BADELAL PANDEY	AIHPP4824G	10637419	Executive Director	Not Applicable		01-01-1965

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-06-2017				1	0	2	0			
2	NA		25-05-2019				1	0	0	0			
3	Yes	30-09-2019	28-05-2015	30-09-2019	30-09-2024	109	1	1	2	0	Tenure Completion		
4	NA		01-06-2021			37	4	4	9	4			
5	NA		05-03-2015	30-09-2019	30-09-2024	112	3	3	6	1	Tenure Completion		
6	NA		29-05-2024				1	0	0	0			

Text Block

Textual Information(1)

Mr. Shubhankar Jha an Independent Director and Mrs. Dhara Shah an Independent women Director completed their second term as Independent Directors of the Company on September 30, 2024. (after close of business hours)

The Company has already appointed independent directors w.e.f 1st October 2024 in place of aforesaid directors. The Company has sufficient composition of directors as per LODR. The appointment details will be placed in december quarter report.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)	<p>Mr. Shubhankar Jha an Independent Director and Mrs. Dhara Shah an Independent women Director ceased as member of respected committee as their second term as Independent Directors of the Company completed on September 30, 2024. (after close of business hours)</p> <p>The Company has already appointed independent directors w.e.f 1st October 2024 in place of aforesaid directors. The Company has sufficient composition of directors as per LODR.</p>
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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	30-09-2024	Textual Information(1)
3	06983857	DHARA RUPESHKUMAR SHAH	Non-Executive - Independent Director	Member	05-03-2015	30-09-2024	Textual Information(2)
4	00290426	BRIJMOHAN CHIRIPAL DEVKINANDAN	Executive Director	Member	01-06-2017		

Sr Text Block

Textual Information(1)	Second and final term as an Independent Director ended with effect from the closure of business hours of September 30, 2024.
Textual Information(2)	Second and final term as an Independent women Director ended with effect from the closure of business hours of September 30, 2024

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 RUPESHKUMAR SHAH	Non-Executive - Independent Director	Chairperson	05-03-2015	30-09-2024	Textual Information(1)
2	07208823	SHUBHANKAR JHA	Non-Executive - Independent Director	Member	28-05-2015	30-09-2024	Textual Information(2)
3	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		

Sr Text Block

Textual Information(1)	Second and final term as an Independent women Director ended with effect from the closure of business hours of September 30, 2024
Textual Information(2)	Second and final term as an Independent Director ended with effect from the closure of business hours of September 30, 2024

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	30-09-2024	Textual Information(1)
3	06983857	DHARA RUPESHKUMAR SHAH	Non-Executive - Independent Director	Member	05-03-2015	30-09-2024	Textual Information(2)

Sr Text Block

Textual Information(1)	Second and final term as an Independent Director ended with effect from the closure of business hours of September 30, 2024
Textual Information(2)	Second and final term as an Independent women Director ended with effect from the closure of business hours of September 30, 2024

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 CHIRIPAL DEVKINANDAN	Executive Director	Chairperson	01-06-2017		
2	07208823	SHUBHANKAR JHA	Non-Executive - Independent Director	Member	28-05-2015	30-09-2024	Textual Information(1)
3	06983857	DHARA RUPESHKUMAR SHAH	Non-Executive - Independent Director	Member	05-03-2015	30-09-2024	Textual Information(2)
4	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		

Sr Text Block

Textual Information(1)	Second and final term as an Independent Director ended with effect from the closure of business hours of September 30, 2024
Textual Information(2)	Second and final term as an Independent women Director ended with effect from the closure of business hours of September 30, 2024

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	29-05-2024				Yes	6	4	2
2		27-07-2024	58		Yes	6	5	2

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 in the Committee as on date of the meeting	Number of Directors Present (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	29-05-2024				Yes	4	3	2	0
2	Audit Committee	27-07-2024	58			Yes	4	3	2	0
3	Stakeholders Relationship Committee	29-05-2024				Yes	3	2	2	0
4	Stakeholders Relationship Committee	27-07-2024	58			Yes	3	2	2	0
5	Corporate Social Responsibility Committee	27-07-2024				Yes	4	3	2	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	Pooja Dhruve
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	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

1	Name of signatory	Pooja Dhruve
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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	70000000	70000000	
(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			
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	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
(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			
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)
II. Affirmations			
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	19-10-2024		

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Pooja Dhruve
Designation of person	Company Secretary and Compliance Officer
Place	Ahmedabad
Date	19-10-2024

