

<b>General information about company</b>		
Scrip code	538598	
NSE Symbol	NIL	
MSEI Symbol	NIL	
ISIN	INE755Q01025	
Name of the entity	VISHAL FABRICS LIMITED	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	During the quarter 01-07-2025 to 30-09-2025 there is no acquisition taken place
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	There is no imposition of fine or penalty during the quarter.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	There is no loan and gaurantee during the quarter
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	v00406	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

**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

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	ARVIND BADELAL PANDEY	AIHPP4824G	10637419	Executive Director	Not Applicable		01-01-1965
4	Mr	SUSANTA KUMAR PANDA	AATPP6446J	07917003	Non-Executive - Independent Director	Not Applicable		15-04-1959
5	Mr	RAM KRISHNA DASH	AAZPD0080E	08175156	Non-Executive - Independent Director	Not Applicable		10-03-1957
6	Ms	ROMA SIDDHARTH SANGHANI	APMPL9068C	10791529	Non-Executive - Independent Director	Not Applicable		03-11-1994

**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) & reg. 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	NA		29-05-2024				1	0	0	0			
4	NA		01-06-2021			49	4	4	10	2			
5	NA		01-10-2024			12	1	1	2	2			
6	NA		01-10-2024			12	1	1	2	0			

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	08175156	RAM KRISHNA DASH	Non-Executive - Independent Director	Chairperson	01-10-2024		
2	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		
3	00290426	BRIJMOHAN CHIRIPAL DEVKINANDAN	Executive Director	Member	01-06-2017		
4	10791529	ROMA SIDDHARTH SANGHANI	Non-Executive - Independent Director	Member	01-10-2024		

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	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Chairperson	01-06-2021		
2	08175156	RAM KRISHNA DASH	Non-Executive - Independent Director	Member	01-10-2024		
3	10791529	ROMA SIDDHARTH SANGHANI	Non-Executive - Independent Director	Member	01-10-2024		

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	08175156	RAM KRISHNA DASH	Non-Executive - Independent Director	Chairperson	01-10-2024		
2	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		
3	10791529	ROMA SIDDHARTH SANGHANI	Non-Executive - Independent Director	Member	01-10-2024		

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 CHIRIPAL DEVKINANDAN	Executive Director	Chairperson	01-06-2017		
2	07917003	SUSANTA KUMAR PANDA	Non-Executive - Independent Director	Member	01-06-2021		
3	08175156	RAM KRISHNA DASH	Non-Executive - Independent Director	Member	01-10-2024		
4	10791529	ROMA SIDDHARTH SANGHANI	Non-Executive - Independent Director	Member	01-10-2024		

<b>Other Committee</b>						
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. No.	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	21-05-2025				Yes	6	6	3
2		11-07-2025	50		Yes	6	6	6
3		08-08-2025	27		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	21-05-2025				Yes	4	4	3	0
2	Audit Committee	11-07-2025	50			Yes	4	4	3	0
3	Audit Committee	08-08-2025	27			Yes	4	4	3	0
4	Nomination and remuneration committee	11-07-2025				Yes	3	3	3	0
5	Stakeholders Relationship Committee	21-05-2025				Yes	3	3	3	0
6	Stakeholders Relationship Committee	08-08-2025	78			Yes	3	3	3	0

**Annexure 1****V. 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	BRIJMOHAN CHIRIPAL
2	Designation	Managing Director

<b>Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)</b>				
<b>I. Affirmations</b>				
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, BRSR & BRSR core, if applicable, 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	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	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	BRIJMOHAN CHIRIPAL
2	Designation	Managing Director

<b>Details of Cyber security incidence</b>		
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	BRIJMOHAN CHIRIPAL
Designation of person	Managing Director
Place	Ahmedabad
Date	10-10-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Deputy Commissioner of Income Tax, Ahmedabad.	01-04-2024	Notice of demand was received for the A.Y. 2022-23 with the zero demand value. The Company had filed the appeal before the Commissioner of Income Tax (Appeals).	The Company had filed appeal against Commissioner of Income Tax (Appeals) within stipulated time provided by the Income Tax department and Appeal proceedings are under process.
2	Deputy Commissioner of Income Tax, Ahmedabad.	23-07-2024	Notice of demand was received for the A.Y. 2017-18, 2018-19 and 2019-20. The demand value for these A.Y. was zero. For A.Y. 2021-22, Income tax department have put demand notice for Rs. 1.42 crores and The Company contested the same and filed the appeal before the Commissioner of Income Tax (Appeals).	The Company had filed appeal against Commissioner of Income Tax (Appeals) within stipulated time provided by the Income Tax department and Appeal proceedings are under process.
3	Deputy Commissioner of Income Tax, Ahmedabad.	26-07-2024	Notice of demand was received for the A.Y. 2023-24 for Rs. 50,53,936/-. The Company contested the same and filed the appeal before the Commissioner of Income Tax (Appeals).	The Company had filed appeal against Commissioner of Income Tax (Appeals) within stipulated time provided by the Income Tax department and Appeal proceedings are under process.
4	Deputy Commissioner of Income Tax, Ahmedabad.	21-08-2024	Notice of demand was received for the A.Y. 2020-21 for Rs. 20,20,643/-. The Company contested the same and filed the appeal before the Commissioner of Income Tax (Appeals).	The Company had filed appeal against Commissioner of Income Tax (Appeals) within stipulated time provided by the Income Tax department and Appeal proceedings are under process.
5	Deputy Commissioner of Income Tax, Ahmedabad.	17-09-2024	Notice of demand was received for the A.Y. 2016-17 for Rs. 34,62,251/-. The Company contested the same and filed the appeal before the Commissioner of Income Tax (Appeals).	The Company had filed appeal against Commissioner of Income Tax (Appeals) within stipulated time provided by the Income Tax department and Appeal proceedings are under process.

