

December 20, 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,

**Sub: Voting Results and Scrutinizer's Report on the Postal Ballot**

With reference to above, we are pleased to inform that the members of the Company have passed the Special Resolutions pursuant to the provisions of Companies Act, 2013, rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (1) To regularization of additional director, Mr. Ram Krishna Dash (DIN: 08175156) by appointing him as an Independent Director of the Company (2) To regularization of additional director, Ms. Roma Sanghani (DIN: 10791529) by appointing her as a Women Independent Director of the Company (3) Amendment to the existing Articles of Association ("AOA") of the company by deletion 'Common Seal' clause.

The e-voting facility to Members was provided through M/s. Link Intime India Private Limited. The e-voting period commenced from 9:00 am (IST) on Tuesday, 19<sup>th</sup> November, 2024 till 5:00 pm (IST) on Wednesday, 18<sup>th</sup> December, 2024. Result/voting of Postal Ballot along with Report of Scrutinizer is enclosed herewith pursuant to Regulation 44(3) of the SEBI Listing Regulations.

We request to kindly take the same on your records.

Thanking you,

**For Vishal Fabrics Limited,**

\_\_\_\_\_  
**Pooja Dhruve**  
Company Secretary  
M. No – A48396

**Registered Office :**

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

info.vfl@chiripalgroup.com | www.vishalfabricsltd.com | CIN : L17110GJ1985PLC008206

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## Result of Postal Ballot

Pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter referred to as the “MCA Circulars”), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated October 25, 2024 sent to all shareholders of the Company, on the following proposal for passing Special Resolution by way of postal ballot only by voting through electronic means (“remote e-voting”):

- (1) To regularization of additional director, Mr. Ram Krishna Dash (DIN: 08175156) by appointing him as an Independent Director of the Company.
- (2) To regularization of additional director, Ms. Roma Sanghani (DIN: 10791529) by appointing her as a Women Independent Director of the Company.
- (3) Amendment to the existing Articles of Association (“AOA”) of the company by deletion ‘Common Seal’ clause.

In accordance with the aforesaid MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and prepaid business envelope were not sent to the Members for the Postal Ballot. The remote e-voting commenced from 9:00 am (IST) on Tuesday, 19<sup>th</sup> November, 2024 till 5:00 pm (IST) on Wednesday, 18<sup>th</sup> December, 2024.

Mr. Chirag Shah, a Practicing Company Secretary who was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot is as under:

### Registered Office :

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[info.vfi@chiripalgroup.com](mailto:info.vfi@chiripalgroup.com) | [www.vishalfabricsltd.com](http://www.vishalfabricsltd.com) | CIN : L17110GJ1985PLC008206

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1.	<b>Date of the AGM/EGM</b>	Not Applicable
2.	<b>Date of the Postal Ballot</b>	Notice dated October 25, 2024
3.	<b>Total number of shareholders on record date</b>	39959
4.	<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable
5.	<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
	Promoters and Promoter Group:	Not Applicable
	Public:	Not Applicable

On the basis of the report received from Mr. Chirag Shah, Scrutinizer, the result of the postal ballot voting process for the above-mentioned proposal as per **Annexure I**.

Since 99.9989%, 99.9935% and 99.9989% votes are polled in favour of the aforesaid Special Resolution Nos.1 to 3 and the resolution carried as Special Resolutions with requisite majority.

The results of the Postal Ballot along with the Scrutinizer's Report is also posted on the website of the Company at [www.vishalfabricsltd.com](http://www.vishalfabricsltd.com), on the website of Link Intime India Pvt. Ltd and at the Registered Office of the Company.

**For Vishal Fabrics Limited,**

**Brijmohan Chiripal**  
**Managing Director**  
**DIN: 00290426**

Date: December 20, 2024  
Place: Ahmedabad

**Registered Office :**

Shanti Corporate House, Nr. Hira Rupa Hall, Bopal-Ambli Rd, Bopal, Ahmedabad - 380058, Gujarat, India.  
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## Vishal Fabrics Limited

Resolution Required :Special			1 - REGULARIZATION OF ADDITIONAL DIRECTOR, MR. RAM KRISHNA DASH (DIN: 08175156) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	136347977	129177885	94.7413	129177885	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>129177885</b>	<b>94.7413</b>	<b>129177885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	7281672	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	53980354	1711903	3.1713	1710451	1452	99.9152	0.0848	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1711903</b>	<b>3.1713</b>	<b>1710451</b>	<b>1452</b>	<b>99.9152</b>	<b>0.0848</b>	<b>0</b>
<b>Total</b>		<b>197610003</b>	<b>130889788</b>	<b>66.2364</b>	<b>130888336</b>	<b>1452</b>	<b>99.9989</b>	<b>0.0011</b>	<b>0</b>

## Vishal Fabrics Limited

Resolution Required :Special			2 - REGULARIZATION OF ADDITIONAL DIRECTOR, MS. ROMA SANGHANI (DIN: 10791529) BY APPOINTING HER AS A WOMEN INDEPENDENT DIRECTOR OF THE COMPANY.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	136347977	129177885	94.7413	129177885	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>129177885</b>	<b>94.7413</b>	<b>129177885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	7281672	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	53980354	1711904	3.1713	1703365	8539	99.5012	0.4988	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1711904</b>	<b>3.1713</b>	<b>1703365</b>	<b>8539</b>	<b>99.5012</b>	<b>0.4988</b>	<b>0</b>
<b>Total</b>		<b>197610003</b>	<b>130889789</b>	<b>66.2364</b>	<b>130881250</b>	<b>8539</b>	<b>99.9935</b>	<b>0.0065</b>	<b>0</b>

## Vishal Fabrics Limited

Resolution Required :Special			3 - AMENDMENT TO THE EXISTING ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY BY DELETION 'COMMON SEAL' CLAUSE.						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	136347977	129177885	94.7413	129177885	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>129177885</b>	<b>94.7413</b>	<b>129177885</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	7281672	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	53980354	1711905	3.1713	1710404	1501	99.9123	0.0877	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>1711905</b>	<b>3.1713</b>	<b>1710404</b>	<b>1501</b>	<b>99.9123</b>	<b>0.0877</b>	<b>0</b>
<b>Total</b>		<b>197610003</b>	<b>130889790</b>	<b>66.2364</b>	<b>130888289</b>	<b>1501</b>	<b>99.9989</b>	<b>0.0011</b>	<b>0</b>



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

1213, Ganesh Glory, Nr. Jagatpur Crossing,

Besides Ganesh Genesis,

Off. S.G. Highway, Ahmedabad - 382 481.

Ph.: 079-40020304, 6358790040/41/42

E-mail : chi118\_min@yahoo.com

Scrutinizer Report on Remote E-Voting in Respect of Resolutions Proposed through Postal Ballot [Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rule 2014]

To,

The Chairperson

VISHAL FABRICS LIMITED

Shanti Corporate House, Near Hira Rupa Hall, Bopal

Ambli Road,

Bopal, Ahmedabad- 380058, Gujarat

Dear Sir,

**Re : Report of Scrutinizer on passing of resolutions through Postal Ballot only by way of remote E-voting of Vishal Fabrics Limited (" the Company")**

1. The Board of Directors of the Company, by Resolution passed on October 25, 2024. has appointed us as Scrutinizer for conducting the postal ballot (e-voting process) for passing the resolutions as set out in the Notice of Postal Ballot dated October 25, 2024.
2. In terms of the Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.20/2020 dated 5 May, 2020 ,General Circular No.22/2020 dated 15 June, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020; General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 , General Circular No.11/2022 dated December 28, 2022, General Circular No 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as the "MCA Circulars") the Company had sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote evoting system only. To facilitate such members to receive the postal ballot notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the MCA Circulars. The Notice had also been placed on website of the Company at [www.vishalfabricsltd.com](http://www.vishalfabricsltd.com) and e-voting website of Link Intime India Private Limited and was also available on the website of stock exchange at [www.bseindia.com](http://www.bseindia.com).



3. We submit our report as under:
4. The Notice of Postal Ballot dated October 25, 2024 alongwith the statement under Section 102 of the Companies Act, 2013 setting out all material facts in respect of the resolutions mentioned therein was sent electronically by email to the members whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 15, 2024 in compliance with the above referred MCA Circulars.
5. The Company has completed the dispatch of Postal Ballot Notice by email on November 18, 2024. In accordance with the MCA Circulars, no physical ballot notice was dispatched to the Members . The Company has also published Newspaper Advertisement in Financial Express (English) and Financial Express (Gujarati) respectively, regarding dispatch of Notice of Postal Ballot alongwith Remote E-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on, November 19, 2024.
6. The Company has offered E-voting through Link Intime India Private Limited (LIPL) and the report contains the details of E-voting only.
7. The facility of E-voting remained open from 9.00 a.m. on Tuesday November 19, 2024 and ended at 5.00 p.m. on Wednesday December 18, 2024.
8. We have unblocked the votes cast through remote E-voting in the presence of Mr. Raimeen Maradiya and Mr. Harsh Raval who are not in the employment of the Company. Thereafter, the details containing, inter-alia the list of members who voted "For" or "Against" the resolutions were derived from the report generated from the evoting website of Link Intime India Private Limited
9. A Summary of postal ballot through E-voting is given below





**Resolution No. 1 :**

**REGULARIZATION OF ADDITIONAL DIRECTOR, MR. RAM KRISHNA DASH (DIN: 08175156) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting	124	130889788	66.24%	100.0000%
b)	E-Voting ballot with assent (favour) for the Resolution	119	130888336	66.24%	99.9989%
c)	E-Voting ballot dissent (against) for the Resolution	5	1452	0.00%	0.0011%
d)	E-Voting ballot Abstained from voting	0	0	0.00%	0.0000%
e)	Total valid votes exercised (b+c)	124*	130889788	66.24%	100.0000%
<b>Total Ballot with ASSENT in Electronic mode</b>		<b>119</b>	<b>130888336</b>	<b>66.24%</b>	<b>99.9989%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>		<b>5</b>	<b>1452</b>	<b>0.00%</b>	<b>0.0011%</b>

Since total votes polled in favour of the resolution is 99.9989 % and total votes polled against the resolution is 0.0011%, **resolution has been passed as Special Resolution**

\*2 equity share holders less voted by 5812 shares.

**Resolution No. 2 :**

**REGULARIZATION OF ADDITIONAL DIRECTOR, MS. ROMA SANGHANI (DIN: 10791529) BY APPOINTING HER AS A WOMEN INDEPENDENT DIRECTOR OF THE COMPANY.**

Particulars		No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a)	Voting exercised through E-Voting	124	130889789	66.24%	100.0000%
b)	E-Voting ballot with assent (favour) for the Resolution	118	130881250	66.24%	99.9935%
c)	E-Voting ballot dissent (against) for the Resolution	6	8539	0.00%	0.0065%
d)	E-Voting ballot Abstained from voting	0	0	0.00%	0.0000%
e)	Total valid votes exercised (b+c)	124*	130889789	66.24%	100.0000%
<b>Total Ballot with ASSENT in Electronic mode</b>		<b>118</b>	<b>130881250</b>	<b>66.24%</b>	<b>99.9935%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>		<b>6</b>	<b>8539</b>	<b>0.00%</b>	<b>0.0065%</b>

Since total votes polled in favour of the resolution is 99.9935% and total votes polled against the resolution is 0.0065%, **resolution has been passed as Special Resolution**

\*2 equity share holders less voted by 5811 shares.



**Resolution No. 3 :**

**AMENDMENT TO THE EXISTING ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY BY DELETION 'COMMON SEAL' CLAUSE.**

Particulars	No. of Postal Ballot Forms / E-voting	No. of shares	% of Total Paid Up Equity Capital	% of total votes polled
a) Voting exercised through E-Voting	124	130889790	66.24%	100.0000%
b) E-Voting ballot with assent (favour) for the Resolution	120	130888289	66.24%	99.9989%
c) E-Voting ballot dissent (against) for the Resolution	4	1501	0.00%	0.0011%
d) E-Voting ballot Abstained from voting	0	0	0.00%	0.0000%
e) Total valid votes exercised (b+c)	124*	130889790	66.24%	100.0000%
<b>Total Ballot with ASSENT in Electronic mode</b>	<b>120</b>	<b>130888289</b>	<b>66.24%</b>	<b>99.9989%</b>
<b>Total Ballot with DISSENT in Electronic mode</b>	<b>4</b>	<b>1501</b>	<b>0.00%</b>	<b>0.0011%</b>

Since total votes polled in favour of the resolution is 99.9989% and total votes polled against the resolution is 0.0011%, **resolution has been passed as Special Resolution**

\*2 equity share holders less voted by 5810 shares.

10. You may accordingly declare the results of the voting by postal ballot only by way remote E-voting.
11. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid Resolutions passed by way of Postal Ballot and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

For, Chirag Shah and Associates  
Company Secretaries

Chirag Shah  
Partner  
FCS No.5545, CP No. 3498

Place: Ahmedabad

Date:20/12/2024

UDIN : F005545F003435081

Peer Review Cer. No. 704/2020

Counter Signed by  
For Vishal Fabrics Limited

Brijmohan Devkinandan Chiripal  
Chairman & Managing Director  
DIN: 00290426

