

## VISHAL FABRICS LIMITED

(CIN: L17110GJ1985PLC008206)

Regd. Office: Ranipur-Narol Road, Ahmedabad – 382 405

Phone: +91 - 79 - 25353977/78/79/80; Fax: +91 - 79 - 25353981

Email: cs.vfl@chiripalgroup.com; Website: www.vishalfabricsltd.com

### NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Vishal Fabrics Limited will be held on Thursday, September 20, 2018 at 03:00 p.m. at Chiripal Bungalow, Beside Hilarupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad - 380058 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Brijmohan D. Chiripal (DIN: 00290426), who retires by rotation and being eligible for re-appointment.
3. To appoint the Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder, (including any statutory modification(s) or amendment(s) there-to or re-enactment(s) thereof for the time being in force), if any, and pursuant to the recommendation of the Audit Committee, **M/s. Nahta Jain & Associates**, Chartered Accountants, Ahmedabad (ICAI Registration No. FRN.: 106801W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 33<sup>rd</sup> Annual General Meeting till conclusion of the 38<sup>th</sup> Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company, on such remuneration plus taxes as applicable and out of pocket expenses incurred by them for the purpose of audit of the company, as may be decided by the Board of Directors."

#### SPECIAL BUSINESS:

4. **RATIFICATION AND APPROVAL OF REMUNERATION OF COST AUDITORS.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. A.G. Tulsian and Co., Practicing Cost

Accountants (FRN: 100629), who are appointed as the Cost Auditor of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 with remuneration not exceeding of Rs. 40,000 plus GST and reimbursement of out of pocket expenses as approved by the Board of Directors be and is hereby ratified and approved."

**"RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution."

5. **APPOINTMENT OF MR. PONNUSMAY RAJA (DIN:08013737) AS WHOLE TIME DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013, Mr. Ponnusmay Raja (DIN:08013737) who was appointed as Additional Director of the company and who hold the office up to the date of the ensuing Annual General Meeting, and who is eligible to appoint as a Whole Time Director of the Company and in respect of whom the Company has received a notice in writing from a member along with requisite deposit signifying the intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Director of the Company and shall be designated as "Whole Time Director", who will liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, approval of the members of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Ponnusmay Raja as a Whole – Time Director designated as an Executive Director of the Company for a period of 5 years w.e.f. December 12, 2017 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board of Directors and Mr. Ponnusmay Raja."

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix, alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**RESOLVED FURTHER THAT** any Directors or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

**6. INCREASE IN NRI INVESTMENT LIMIT FROM 10% TO 24% OF THE PAID-UP CAPITAL OF THE COMPANY.**

To consider and if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended up to date, the current Consolidated Foreign Direct Investment Policy Circular of 2016, the Companies Act, 2013 to the extent that such provisions have not been superseded by the Companies Act, 2013 or re-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the limit of investment by Non-Resident Indians (as defined under FEMA) in the equity shares of the Company under the Portfolio Investment Scheme under FEMA, be and is hereby increased from 10% to 24% of the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including without limitation, intimating the Reserve Bank of India of the increase in investment limits applicable to Non-Resident Indians and to comply with all other requirements in this regard.

**RESOLVED FURTHER THAT,** any Director of the Company or Company Secretary be and is hereby severally authorized to take all steps for giving effect to the above Resolution including filing of the necessary forms with the Registrar of Companies."

**7. INCREASE IN THE LIMIT OF FOREIGN INSTITUTIONAL INVESTORS FROM 24% TO 49% OF THE PAID-UP CAPITAL OF THE COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules & regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions the Company be and is hereby accorded to permit Foreign Institutional Investors (the "FIIs") or Foreign Portfolio Investors (FPIs) by whatever name called, to make investment in any manner in the equity shares of the Company upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company, however, provided of each FIIs/FPIs in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force)

**RESOLVED FURTHER THAT,** any Director of the Company or Company Secretary be and is hereby severally authorized to take all steps for giving effect to the above Resolution including filing of the necessary forms with the Statutory Authorities."

**By order of the Board of Directors**

**Sd/-**

**Date: August 14, 2018**

**Place: Ahmedabad**

**Deeapk Vyas**

**Company Secretary**

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS SENT HERewith. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
3. Members of the Company, holding shares either in physical form or dematerialized form, as on the record date i.e. Friday August 24, 2018 will receive the Annual Report through Email whose Email IDs are registered with the Depository or Company or Physical whose Email id are not registered and it's also be available on the Company's website [www.vishalfabricsltd.com](http://www.vishalfabricsltd.com).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
5. Corporate Members intending to send their authorized representatives to attend and vote at the Annual General Meeting are requested to send a duly certified copy of the Board Resolution at registered office of the company authorizing their representative to attend and vote on their behalf at the meeting.
6. Members are requested to bring their Attendance Slip along with copies of their Annual Report to the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to write their client id and DP Id numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.
9. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees as stipulated under Regulation 36 of the Listing Regulations, 2015 entered into with the Stock Exchange, are provided in the annexure to the notice calling Annual General Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. The Register of Contracts maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
12. Members holding equity shares in electronic form are requested to notify the change of address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. As per the provision of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form the nomination form may be filed with the respective Depository Participant.
15. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
16. The procedure and instructions for remote e-voting is furnished in this notice.  
The instructions electronic voting (e-voting) are as under:  
Instructions for remote e-voting:
  - (i) The voting period commences on 9:00 a.m. on Monday, 17<sup>th</sup> September, 2018 and ends on 5.00 p.m. on Wednesday, 19<sup>th</sup> September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date which has been fixed as Friday, 14<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>Dividend Bank Details</b>	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Vishal Fabrics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app - CDSL m-Voting available for iphone as well as android and windows based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form

bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e. 14<sup>th</sup> September, 2018 may obtain the login ID and password by sending a request in writing at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.

Mr. JatinKapadia, COP Number 12043, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Polling Paper" for all those members who are present at the AGM who have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at

least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 14<sup>th</sup> September, 2018.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vishalfabricsltd.com](http://www.vishalfabricsltd.com) and on the website of the CDSL within two days of the resolutions at the Annual General Meeting of the Company, and communicated to Stock Exchanges.

17. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and public holiday, during business hours upto the date of the Annual General Meeting.
18. The Companies Act, 2013 provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. The shares which are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.
19. **Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 7 days in advance before the meeting so as to enable the management to keep information ready.**
20. A route map giving directions to reach the venue of the 33<sup>rd</sup> Annual General Meeting is annexed.

By order of the Board of Directors

Sd/-

Date: August 14, 2018

Place: Ahmedabad

Deeapk Vyas

Company Secretary



## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. 4

The Board of Directors on the recommendation of Audit Committee at their meeting held on May 29, 2018 have approved re-appointment and remuneration of Cost Auditors to conduct audit of cost records of the Company for financial year ending 31<sup>st</sup> March, 2019 at a remuneration of Rs. 40,000/- (Rupees Forty Thousands) in accordance with provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to Cost Auditors has to be ratified and approved by shareholders of the Company. Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification and approval of remuneration payable to Cost Auditors for financial year ending 31<sup>st</sup> March, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 4 of Notice.

The Board recommends Ordinary Resolution set out at Item No. 4 of Notice for your approval.

#### Item No. 5

In accordance with the provisions of Section 161, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed the appointment of Mr. Ponnusmay Raja (DIN: 08013737), who vacate the office as Additional Director in this Annual General meeting and will be appointed as a Whole Time Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ponnusmay Raja for the office of Director of the Company. Mr. Ponnusmay Raja is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent in Form DIR-2 to act as a Director.

The Profile and specific areas of expertise along with the details and disclosures required with respect to appointment of Mr.

Ponnusmay Raja under Regulation 36 of SEBI and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in **Annexure**.

In view of provision of section 149, 152 and other applicable provision of the Companies Act, 2013 and rules made there under, the Board recommends the Ordinary Resolution set out at item no. 5 for the approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 5 of Notice.

#### Item No. 6 & 7

In pursuant to regulation of Foreign Exchange Management Act, 1999, and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules & regulations, guidelines and laws the Company require to take approval of shareholder for Increasing Investment limit of Non Residential Investments (NRI) from 10% to 24% (Approximately Current Investment is 8.67%) of the Paid-up Capital of the Company and Foreign Institutional Investors (the "FIIs") or Foreign Portfolio Investors (FPIs) from 24% to 49% (Approximately Current Investment is 16.63%) of the Paid-up Capital of the Company.

Your Company feels that foreign investment by NRIs, FIIs and FPIs would enhance its image and will add to its growth, therefore it wishes to increase the limits of foreign investment upto the maximum permitted limits allowed under the law.

None of the Directors, Manager, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution. The Board of Directors recommends the Item No. 6 & 7 to be passed by the members of the Company as Special Resolutions.

**By order of the Board of Directors**

**Sd/-**

**Date: August 14, 2018**

**Place: Ahmedabad**

**Deeapk Vyas**

**Company Secretary**

## ANNEXURE

### Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting (Under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), 2015)

Name of Director	Mr. Ponnusamy Raja	Mr. Brijmohan D. Chiripal
DIN	08013737	00290426
Nationality	Indian	Indian
Date of Birth	04/02/1976	15/07/1961
Date of appointment	12/12/2017	01/06/2017
Brief Resume and Nature of Expertise in Functional Area	He has done Diploma in Textile Technology & BSC in Costume Designing & Fashion Technology. He has more than 17 years of Experience in the Textile Industry. He is also having Specialized Knowledge & Expertise in Setting up of new Textile Plant & its Expansions.	He is a Chemical Engineer with almost 20 years of business experience in Textile Processing as well as export and domestic trading.
Qualification	Diploma in Textile Technology & BSC in Costume Designing & Fashion Technology	B.E. (Chemicals)
Disclosure of Relationships between Directors inter-se	No Relationship with Director	No Relationship with Director
List of Directorship / Committee Memberships in other Listed Companies as on 31 <sup>st</sup> March, 2018.	NIL	NIL
Shareholding in Vishal Fabrics Ltd.	NIL	286000

**Notes:**

Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Committee have been considered

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### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

#### FOR DEMAT SHARES

DP ID:
CLIENT ID:

#### FOR PHYSICAL SHARES

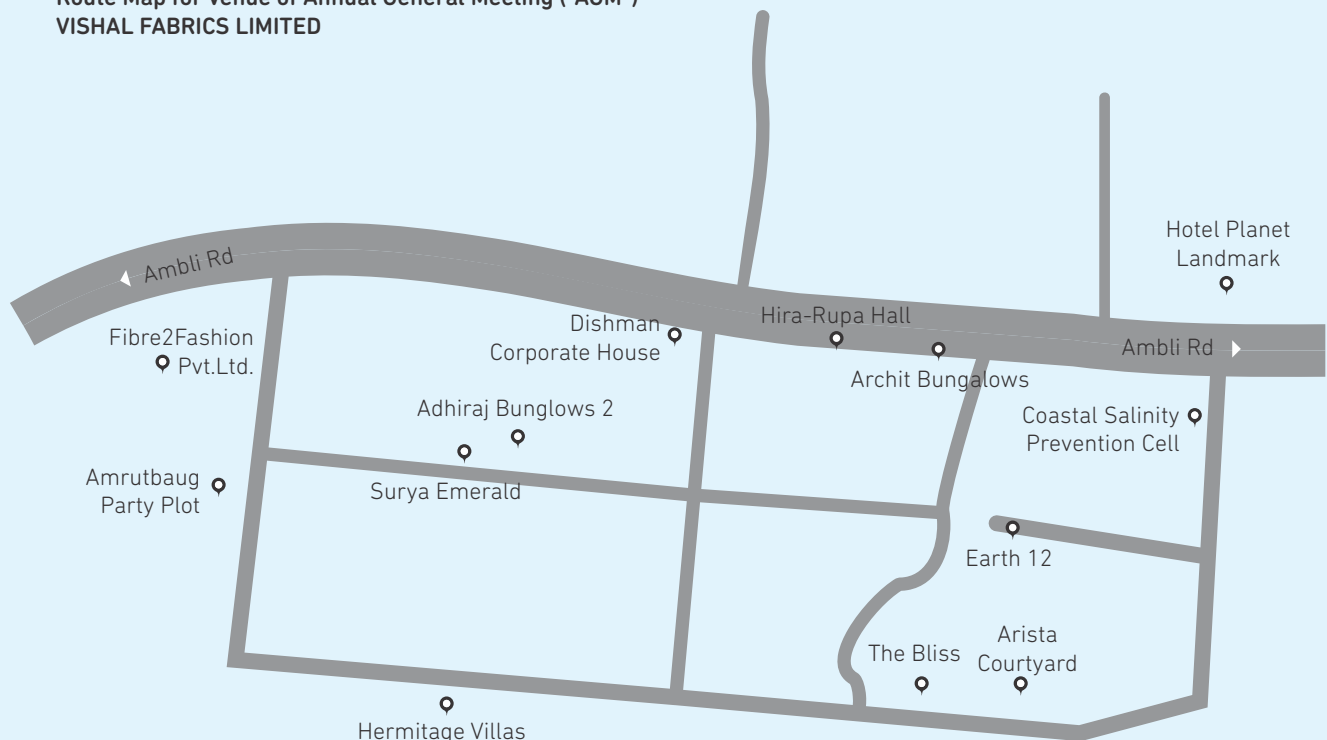
FOLIO NO.:
NO. OF SHARES:

Name and Address of Shareholder: \_\_\_\_\_

I hereby record my presence at the Annual General Meeting of the Company to be held on Thursday, 20<sup>th</sup> Day of September, 2018 at 3:00 P.M. at Chiripal Bungalow, Beside HiraRupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad – 380058.

\_\_\_\_\_  
Signature of the Shareholder or Proxy  
(To be signed at the time of handing over this slip)

#### Route Map for Venue of Annual General Meeting ("AGM") VISHAL FABRICS LIMITED





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### FORM MGT – 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

#### PROXY FORM

Name of member(s) :	Email Id :
Registered Address :	Folio No/Client ID :
	DP ID :

I/We, being a member(s) of \_\_\_\_\_ shares of Vishal Fabrics Limited, hereby appoint:

Name:	Email-ID
Address :	Signature : or falling him/her
Name:	Email-ID
Address :	Signature : or falling him/her
Name:	Email-ID
Address :	Signature : or falling him/her

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the Annual General Meeting of the Company to be held on Thursday, 20<sup>th</sup> Day of September, 2018 at 3:00 P.M. at Chiripal Bungalow, Beside Hiralupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad – 380 058 and any adjournment thereof in respect of such resolutions as are indicated below:

S.N.	RESOLUTIONS	For	Against
01.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon.		
02	To appoint a Director in place of Mr. Brijmohan D. Chiripal (DIN: 00290426), who retires by rotation and being eligible for re-appointment.		
03	To appoint the Statutory Auditors and to fix their remuneration.		
04	Ratification and approval of remuneration of Cost Auditors.		
05	Appointment of Mr. Ponnusmay Raja (Din:08013737) as Whole Time Director of the Company.		
06	Increase in NRI Investment Limit from 10% to 24% of the paid-up capital of the Company.		
07	Increase in the limit of Foreign Institutional Investors from 24% to 49% of the paid-up capital of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature of shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of first proxy holder\_\_\_\_\_  
Signature of second proxy holder\_\_\_\_\_  
Signature of third proxy holderAffix  
Rs. 1  
Revenue

#### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. The Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.  
\*\*This is only optional. Please put 'X' in the appropriate Column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.