



# Vishal Fabrics Limited

(CIN: L17110GJ1985PLC008206)

**Corporate Office:** Chiripal House, Near Shivranjani Cross Road,  
Satellite, Ahmedabad – 380015, Gujarat, India  
Ph: 079-26734660/2/3 Fax: 079-26768656

Email: corporate@chiripalgroup.com Web: www.chiripalgroup.com

**Registered Office:** Ranipur, Narol Road, Ahmedabad- 382405, Gujarat, India.  
Ph: 079-25353977/78/79/80 Fax: 079-25353981

Email: chiripal@chiripalgroup.com Web: www.vishalfabricsltd.com

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## **POSTAL BALLOT NOTICE**

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws, rules and regulations, that the resolution appended below is proposed to be passed by the Members through postal ballot. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Shri Umesh G. Parikh, partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed pre-paid self addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 PM on Thursday 5<sup>th</sup> October, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the concerned Member.

In the event if the proposed resolution as set out in the Notice is assented by the requisite Majority as per the provisions of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) then the proposed resolution shall be deemed to have been passed on the last date of receipt of the postal Ballot forms as mentioned above.

The Scrutinizer will submit their report to the Chairman or any Director so authorised by the Company after the completion of the scrutiny of the postal ballots. The results shall be declared on or before Saturday 7<sup>th</sup> October, 2017 at the registered office of the Company and will be communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and will also be displayed on the Company's website: www.vishalfabricsltd.com

### **Resolution proposed to be passed by Postal ballot is as follows:**

#### **Item no. 1 – Migration from SME platform of BSE Limited to Main Board of BSE Limited.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** in pursuance of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015 and provisions of Companies Act, 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of the Company be and is hereby granted for migration of the Company's shares presently listed on SME platform of BSE Ltd. to Main Board of BSE Ltd. and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** any director and/or Company Secretary of the Company be and are hereby authorized jointly and /or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the said resolution.

**Place : Ahmedabad**

**Date : 24<sup>th</sup> August, 2017**

**Regd. Office:**

**Ranipur, Narol Road,**

**Ahmedabad-382405, Gujarat.**

**By order of the Board of Directors  
For Vishal Fabrics Limited**

**Brijmohan Devkinandan Chiripal  
Managing Director**

**DIN: 00290426**

### **Notes:**

1. The statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolution is annexed herewith.
2. In terms of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) the item of business as set out in the notice is sought to be passed by Postal ballot.

## VISHAL FABRICS LIMITED

3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on 25th August, 2017 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants and in case of members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 PM) on Thursday 5<sup>th</sup> October, 2017. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after (i.e. 05:00 PM) on Thursday 5<sup>th</sup> October, 2017, it will be considered that no reply from the Member has been received.
5. A person who is not a member as on Cut-off date (i.e. 25<sup>th</sup> August, 2017) and has received the notice shall treat the notice for information purpose only.
6. Members whose names appear on the Register of Members / List of Beneficial Owners as on 25th August, 2017 (Cut-off date) will be considered for the purpose of voting.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate form, he or she may send an e mail to the Company at tanushree.dave@chiripalgroup.com or cs.vfl@chiripalgroup.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member(s) as on 25<sup>th</sup> August, 2017. (Cut-off date for ascertaining the members for dispatch of Notice).
9. A Member cannot exercise his vote by proxy on postal ballot.
10. The Scrutinizer will submit their report to the Chairman or any director so authorised after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Saturday 7<sup>th</sup> October, 2017 at the registered office and the result along with the Scrutinizer report will also be displayed on the website of the Company www.vishalfabricsltd.com besides being communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent.
11. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms (i.e. on Thursday 5<sup>th</sup> October, 2017) if assented by the members as per the provisions of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time).
12. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. As the Company is listed on SME Platform of BSE, the provisions of Section 108 Read with the relevant Rules framed thereunder is not applicable to the Company and accordingly the Company is not required to provide the remote E – Voting facility.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO.1

As per SEBI(ICDR) Regulations, 2009 (as amended from time to time) the Company having the Paid – up Share Capital of more than Rs. 10 Crore but upto Rs. 25 Crore and as per SEBI Circular dated 26<sup>th</sup> November, 2012 the Company whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

Presently, the paid up Capital of the Company is Rs.21,95,66, 670/- and the Shares of the Company are also listed on SME platform of BSE for more than 2 years thereby complying with the above stated requirements and it becomes eligible for migration from SME Exchange of BSE Limited to Main Board of BSE Limited.

The Board of Directors of the Company are of the view that the migration of the Company to Main Board of BSE Limited will act as a catalyst in the growth and expansion of the company, enhance the recognition of the Company, increase the participation from the retail investors and the members will enjoy the increased return on their investment, hence your directors have thought it advisable to migrate from SME to Main Board .

In view of the above, your Directors recommend to pass the proposed Resolution with or without modification as a Special Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**Place : Ahmedabad**

**Date : 24<sup>th</sup> August, 2017**

**Regd.Office:**

**Ranipur, Narol Road,**

**Ahmedabad-382405, Gujarat.**

**By order of the Board of Directors  
For Vishal Fabrics Limited**

**Brijmohan Devkinandan Chiripal  
Managing Director**

**DIN: 00290426**



# Vishal Fabrics Limited

(CIN: L17110GJ1985PLC008206)

**Corporate Office:** Chiripal House, Near Shivranjani Cross Road,  
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## POSTAL BALLOT FORM

Serial No. \_\_\_\_\_

1. Name & Registered Address of the sole/firstnamed Shareholder:
  
2. Name(s) of the Joint Shareholder(s), if any :
  
3. Registered folio No./ DP ID No./ClientID No.\* :
  
4. Number of Shares held:
  
5. I/We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 24<sup>th</sup> August, 2017 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

\*Applicable to investors Holding Shares in dematerialized form)

Description of Resolution	No. of shares for which the Votes cast	I / We assent to the resolution (For)	I/We dissent to the resolution (Against)
Migration from SME Platform of BSE Limited to Main Board of BSE Limited.			

Place :

Date :

\_\_\_\_\_  
(Signature of the Shareholder / Authorized Signatory)

*Note: Please read carefully the instructions printed overleaf before exercising your vote.*



## Instructions

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached pre-paid self-addressed business envelope on or before 5.00 P.M. on Thursday 5<sup>th</sup> October, 2017. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted if received on or before the mentioned date and time.
2. Voting Period commences on Tuesday, 5<sup>th</sup> September, 2017 at 10.00 A.M. and will end on Thursday, 5<sup>th</sup> October, 2017 at 5.00. P.M.
3. Consent to the proposed resolution shall be accorded by making (✓) mark in the in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I / we dissent to the resolution'.
4. The self-addressed pre-paid postage business envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
5. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder. If a Member signs the Postal Ballot Form through an attorney, certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
7. There will be one Postal Ballot Form for every Folio / Client ID / DP ID irrespective of the number of joint holders.
8. The Postal Ballot shall not be exercised by a Proxy.
9. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
11. **Duly completed Postal Ballot Forms should reach the Company on or before (05.00 P.M.) on Thursday 5<sup>th</sup> October, 2017. All Postal Ballot Forms received after the stated date and time will be strictly treated as if the reply from the concerned Shareholder(s) has not been received.**
12. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the cut-off date i.e. on 25<sup>th</sup> August, 2017.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed postage prepaid business envelope as all the postal ballots will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
15. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
16. The result of the postal ballot will be announced by the Chairman or any other Director so authorized on or before Saturday 7<sup>th</sup> October, 2017 at the registered office of the Company.
17. Any query / grievances relating to the postal ballot process may be addressed to Ms. Tanushree Dave (Company Secretary and Compliance Officer).

Her contact details are:

E mail: tanushree.dave@chiripalgroup.com & cs.vfl@chiripalgroup.com

Ph. No.079-26473350

Address: Chiripal House, Shivranjani Cross Roads, Satellite, Ahmedabad - 380 015.

## **INSTANCES UNDER WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED:**

1. A form other than one issued by the company has been used;
2. It has not been signed by or on behalf of the Member;
3. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository;
4. It is not possible to determine without any doubt the assent or dissent of the Member;
5. Neither assent nor dissent is mentioned;
6. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
7. The envelope containing the Postal Ballot Form is received after the last date prescribed;
8. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
9. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
10. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.