



307, Abhijyot Square, B/h. Divya Bhaskar,  
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Contact : +91-79-489 44 6 55 E-mail : csjatin@hotmail.com

**K. JATIN & Co.**

**COMPANY SECRETARIES**

**REPORT OF SCRUTINIZER ON E - VOTING**

To,  
The Chairman,  
Extra Ordinary General Meeting of the  
Members of  
**VISHAL FABRICS LIMITED** ("the Company")  
held on Saturday, 19<sup>th</sup> May, 2018 at  
03:00 P.M. at Chiripal Baunglow,  
Beside Hira Rupa Hall, Opposite  
Landmark Hotel, Bopal, Ambli Road,  
Ahmedabad - 380058

**Ref :** Extra Ordinary General Meeting (EGM) held on Saturday,  
19<sup>th</sup> May, 2018 at 03:00 P.M.

**Re:** Scrutinizer's Report on e-voting conducted pursuant to the  
provisions of Section 108 of the Companies Act, 2013 ("the  
Act") read with Rule 20 of the Companies (Management and  
Administration) Rules, 2014.

Dear Sir,

I, Jatin Kapadia, Company Secretary, have been appointed  
as the Scrutinizer by the Board of Directors of the Company  
pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20 of the Companies (Management and Administration) Rules,  
2014, to conduct the electronic voting process held between  
Wednesday, 16<sup>th</sup> May, 2018 (9.00 a.m.) to Friday, 18<sup>th</sup> May, 2018  
(5.00 p.m.).

The Notice dated 24<sup>th</sup> March, 2018 convening Extra Ordinary  
General Meeting (EGM) of the Company along with Statement  
setting out material facts under Section 102 of the Companies  
Act, 2013 were sent to the Shareholders in respect of the below  
mentioned resolution(s) to be passed at the said EGM of the





Company to be held on Saturday, 19<sup>th</sup> May, 2018 at 03:00 P.M. at the Registered Office of the Company at Chiripal Baunglow, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad - 380058

The Company has availed the e-voting facility offered by **Central Depository Services (India) Limited** ("CDSL") for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cutoff" date Saturday, 12<sup>th</sup> May, 2018, were entitled to vote on the proposed resolution as set out in the Notice of the EGM of the Company.

The voting period for e-voting commenced on Wednesday, 16<sup>th</sup> May, 2018 (9.00 a.m.) and ends on Friday, 18<sup>th</sup> May, 2018 (5.00 p.m.) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of following two witnesses not being in the employment of the Company:

1. Mr. Harshil Panchal
2. Ms. Disha Patel

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL e-voting system.

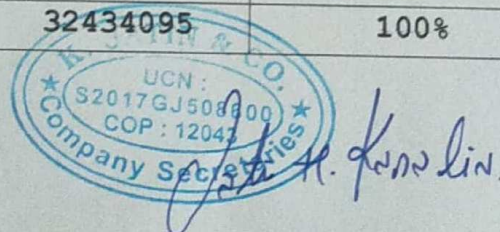
I now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

**a. Resolution No. 1:-**

**Re: Appointment of Statutory Auditors to fill casual vacancy:-**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	32434095	100%

  
UCN: S2017GJ508000  
COP: 12043  
Company Secretaries



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EGM and the same will be handed over to the Company.

Thanking you,

K. JATIN & Co.,  
(Company Secretary)  
(UCN: S2017GJ508600)



*Jatin H. Kapadia*  
For Jatin Kapadia  
Company Secretary  
COP: 12043

PLACE: Ahmedabad

DATE: 19 MAY 2018





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**K. JATIN & Co.**

FORM NO. MGT.13

COMPANY SECRETARIES

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013  
and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Extra Ordinary General Meeting of the  
Members of  
**VISHAL FABRICS LIMITED** ("the Company")  
held on Saturday, 19<sup>th</sup> May, 2018 at 03:00  
P.M. at Chiripal Baunglow, Beside Hira  
Rupa Hall, Opposite Landmark Hotel,  
Bopal, Ambli Road, Ahmedabad - 380058

Dear Sir,

I, Jatin Kapadia, Company Secretary,  
appointed as scrutinizer for purpose of the poll taken on  
the below mentioned resolution at Chiripal Baunglow,  
Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal,  
Ambli Road, Ahmedabad - 380058, meeting of the Members of  
the Company, held on Saturday, 19<sup>th</sup> May, 2018 at 03:00  
P.M. submit my report as under:

1. After the time fixed for closing of the poll by the  
Chairman, 1 (One) ballot box kept for polling were  
locked in my presence with due identification marks  
placed by me.
2. The locked ballot boxes were subsequently opened in  
my presence and poll papers were diligently  
scrutinized. The poll papers were reconciled with the



*Jatin H. Kapadia*



records maintained by the Company/Registrar and Transfer Agents of the Company.

3. There were no incomplete and/or which otherwise found defective ballot paper.

4. The result of the Poll is as under:-

**a. Resolution:-**

**Re: Appointment of Statutory Auditors to fill casual vacancy:-**

(i) Voted **in favour** of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
03	3708	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
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H. Khandia




5. The list of equity shareholders who voted "FOR", "AGAINST" is enclosed. And None of the votes were declared invalid.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

K. JATIN & Co.,  
(Company Secretary)  
(UCN: S2017GJ508600)

  
Jatin H. Kapadia  
Jatin Kapadia  
Company Secretary  
COP: 12043

PLACE: Ahmedabad

DATE:

19 MAY 2018





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S. G. Highway, Ahmedabad - 380 051, Gujarat, India.

Contact : +91-79-489 44 6 55 E-mail : csjatin@hotmail.com

**K. JATIN & Co.**

**REPORT OF SCRUTINIZER - COMBINED COMPANY SECRETARIES  
(ON E-VOTING & POLL)**

Date:- 19<sup>th</sup> May, 2018

To,  
The Chairman,  
Extra Ordinary General Meeting of the  
Members of  
**VISHAL FABRICS LIMITED** ("the Company")  
held on Saturday, 19<sup>th</sup> May, 2018 at  
03:00 P.M. at Chiripal Baunglow,  
Beside Hira Rupa Hall, Opposite  
Landmark Hotel, Bopal, Ambli Road,  
Ahmedabad - 380058

**Ref :** Extra Ordinary General Meeting (EGM) held on Saturday,  
19<sup>th</sup> May, 2018 at 03:00 P.M.

Dear Sir,

I, Jatin Kapadia, Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between Wednesday, 16<sup>th</sup> May, 2018 (9.00 a.m.) to Friday, 18<sup>th</sup> May, 2018 (5.00 p.m.).

The Chairman of the EGM on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of EGM of the members of the Company, held on Saturday, 19<sup>th</sup> May, 2018 at 03:00 P.M. at Chiripal Baunglow, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad - 380058.

Based on the data downloaded from the Official website of the **Central Depository Services (India) Limited** ("CDSL") for the E-Voting process and Poll taken at AGM, I now submit combined report (E-Voting and Poll) as under:



*H. Konali*  
11 Page



**a. Resolution No. 1:-**

**Re: Appointment of Statutory Auditors to fill casual vacancy:-**

(i) Voted in favour of the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
31	32434095	03	3708	32437803	100%

(ii) Voted against the resolution:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll	% of Total Number of Valid Votes Cast
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(iii) Invalid votes:

Number of members voted in e-Voting	Number of Votes Cast (Shares) - e-Voting	Number of Members/ Proxies voted - Poll	Number of Votes Cast (Shares) - Poll	Total Number of Vote Cast Through e-Voting and Poll
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Vote casted in both E-voting and Poll at the EGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Resolutions with regard to Item no. as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

The list of equity shareholders who voted "FOR", "AGAINST"



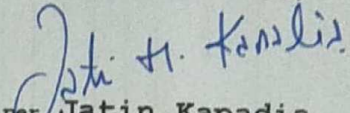


is enclosed. And none of the votes were declared invalid for resolution.

The e-Voting and poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

K. JATIN & Co.,  
(Company Secretary)  
(UCN: S2017GJ508600)

  
per Jatin Kapadia  
Company Secretary  
COP: 12043

PLACE: Ahmedabad

DATE:

19 MAY 2018

Encl.: A/A



**E-VOTING COMPUTATION**

Sr. No.	Name of Shareholders	Client ID/DP ID/Folio No.	No of Vote Cast	Resolution No. 1		
				Favour	Aginst	No Vote
1	RONAK B AGARWAL	1203330000195795	48,000	48,000	-	-
2	CHIRIPAL EXIM LLP	1203330000330496	14,80,334	14,80,334	-	-
3	SATRAMA TRADING LLP	1203330000604981	25,975	25,975	-	-
4	MANUJ CHIRIPAL	1203330000706458	21,25,985	21,25,985	-	-
5	VEDPRAKASH CHIRIPAL	1203330000867035	11,35,933	11,35,933	-	-
6	NARESHKUMAR KIRPARAM AGRAWAL	1203330000919414	500	500	-	-
7	PRITIDEVI B CHIRIPAL	1203380000152258	7,58,666	7,58,666	-	-
8	VISHAL V CHIRIPAL	IN30132110049603	4,64,888	4,64,888	-	-
9	SALOO J. AGARWAL	IN30132110079329	96,000	96,000	-	-
10	SHIWANI V. CHIRIPAL	IN30132110079337	1,44,000	1,44,000	-	-
11	RONAK B AGARWAL	IN30132110313176	3,71,334	3,71,334	-	-
12	NISHI J AGARWAL	IN30132110313184	1,44,000	1,44,000	-	-
13	VEDPRAKASH DEVKINANDAN CHIRIPAL	IN30132110604678	48,000	48,000	-	-
14	CHIRIPAL INDUSTRIES LIMITED	IN30132110681375	1,27,32,000	1,27,32,000	-	-
15	KIRAN NARENDRAKUMAR	IN30148510226662	1	1	-	-
16	SANKET NARENDRA JAIN	IN30148510846417	1	1	-	-
17	AAYUSHI JAIPRAKASH AGARWAL	IN30246110611598	2,96,000	2,96,000	-	-
18	BRIJMOHAN D CHIRIPAL	IN30246110611643	2,86,000	2,86,000	-	-
19	NITIKA DEEPAK CHIRIPAL	IN30246110611651	2,96,000	2,96,000	-	-
20	JAIPRAKASH D CHIRIPAL	IN30246110612100	2,96,000	2,96,000	-	-
21	JYOTIPRASAD D CHIRIPAL	IN30246110612126	2,96,000	2,96,000	-	-
22	CHIRIPAL EXIM LLP	IN30246110613178	13,19,633	13,19,633	-	-
23	NANDAN CORPORATION LLP	IN30246110613469	19,12,897	19,12,897	-	-
24	DEEPAK J CHIRIPAL	IN30246110668859	3,36,000	3,36,000	-	-
25	SHANTI EXPORTS PVT.LTD	IN30246110668883	14,34,788	14,34,788	-	-
26	PRIYANKA BRIJMOHAN CHIRIPAL	IN30246110668891	80,000	80,000	-	-
27	MANJUDEVI JAIPRAKASH CHIRIPAL	IN30246110712344	10,24,000	10,24,000	-	-
28	URMILADEVI JYOTIPRASAD CHIRIPAL	IN30292710182995	7,36,000	7,36,000	-	-
29	SAVITRIDEVI V CHIRIPAL	IN30292710183051	10,79,110	10,79,110	-	-
30	TRIPOLI MANAGEMENT PRIVATE LIMITED	IN30310810154526	18,94,050	18,94,050	-	-
31	DEVKINANDAN CORPORATION LLP	IN30310810171149	15,72,000	15,72,000	-	-
<b>Total-----&gt;</b>			<b>3,24,34,095</b>	<b>3,24,34,095</b>		

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 Company Secretary



**POLL COMPUTATION**

Ballot Paper No.	Name of Shareholders	Client ID/DP ID/Folio No.	No. of Share Held As per RTA Data	No of Vote Cast As per Ballot Paper	Resolution No. 1		
					Favour	Against	No Vote
1	Ankit Naresh Agarwal	12033300	3706	3706	3706	-	-
2	Yagnesh N Pasawala	12070200/00108228	1	1	1	-	-
3	Anil Budhbhatti	303116/11122637	1	1	1	-	-
Total				3708	3708	0	0