



Date: 28<sup>th</sup> September, 2017

To,

The Compliance Department  
BSE Limited,  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai - 400001.

- Subject: Proceedings of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 28<sup>th</sup> September, 2017.  
Ref.: Vishal Fabrics Limited, Scrip Code: 538598, Security ID: VISHAL

Dear Sir/Ma'am,

In terms of Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, enclosed is the proceedings of the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Thursday, 28<sup>th</sup> September, 2017 at 03:00 p.m. at the Corporate Office of the Company situated at 'Chiripal House', Near Shivranjani Cross Roads, Satellite, Ahmedabad - 380 015.

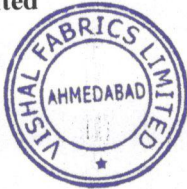
You are requested to kindly take the same on record.

- Thanking You,  
Yours Sincerely

For Vishal Fabrics Limited

*Tanushree Dave*

Tanushree Dave  
Company Secretary &  
Compliance Officer



Encl.:a/a

**Vishal Fabrics Limited**

(CIN: L17110GJ1985PLC008206)

**Corporate Office:**

Chiripal House, Near Shivranjani  
Cross Roads, Satellite, Ahmedabad-380015, Gujarat, India.  
Ph : 079-26734660/2/3 Fax : 079-26768656  
Email : corporate@chiripalgroup.com  
Web : www.chiripalgroup.com

**Plant & 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



**Gist of the proceedings of the 32<sup>nd</sup> Annual General Meeting of the members of the Company held on Thursday, 28<sup>th</sup> September, 2017 at 03:00 p.m. at the Corporate Office of the Company situated at 'Chiripal House', Near Shivrangani Cross Roads, Satellite, Ahmedabad – 380 015.**

- The 32<sup>nd</sup> Annual General Meeting of the members of the Company was held on Thursday, 28<sup>th</sup> September, 2017 at 03:00 p.m. at the Corporate Office of the Company situated at 'Chiripal House', Near Shivrangani Cross Roads, Satellite, Ahmedabad – 380 015.
- The meeting commenced at 03:00 p.m. & concluded at 04:30 p.m.
- Shri. Brijmohan D. Chiripal, Chairman of the Board chaired the proceedings of the Meeting.
- The Statutory Auditor and the Secretarial Auditor were also present at the Annual General Meeting.
- Required quorum was present at the Annual General Meeting.
- All the directors, Key Managerial Personnel and Chairman of the Committees except Mr. Amit Kadmawala, (DIN: 07016454) Whole-time Director of the Company were present at the Annual General Meeting.
- The following documents and Registers were placed on the table:
  - I. Audited Financial Statements for the financial year ended on 31st March, 2017, Directors' Report and Report of Auditors' thereon.
  - II. Proxy Register remained open for inspection of members during the meeting.
  - III. Register of Directors' shareholdings remained opened for inspection of members during the meeting.
- The Chairman welcomed the members to the 32<sup>nd</sup> Annual General Meeting of the Company. He gave the welcome speech wherein he shared with the members financial performance, achievements and future plans of the Company and thanked for the faith and confidence reposed by them in the Company, its business and management.
- As per the notification issued by the Ministry of Corporate Affairs dated 19<sup>th</sup> of March, 2015 read with Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB of the SEBI (ICDR) Regulations, 2009 are exempted from providing e-voting facility to its shareholders. So, e-voting facility was not provided to the shareholders. Hence, the voting was to be conducted by show of hands.
- The Chairman then invited CS Tanushree Dave to commence the further proceedings. She introduced the respected dignities present at the meeting.

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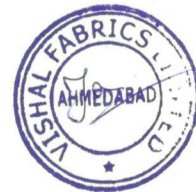
- Notice convening the 32<sup>nd</sup> Annual General Meeting, Directors' Report and Auditor's Report for the year ended 31<sup>st</sup> March, 2017 having already been circulated were taken as read. No queries were raised by the members.
- Thereafter the following resolutions were put to vote and on voting of show of hands the same were passed with requisite majority.

#### **ORDINARY BUSINESS:**

1. **Ordinary Resolution:** Adoption of Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2017 together with reports of Directors and Auditors thereon;
2. **Ordinary Resolution:** Appointment of Mr. Amit Kadmawala, as Director of the Company who retires by rotation and offers himself for re-appointment;
3. **Ordinary Resolution:** Appointment of M/s. Nahta Jain and Associates, Chartered Accountants (FRN: 106801W), Ahmedabad as Statutory Auditors of the Company and to authorize the Board to fix their remuneration;

#### **SPECIAL BUSINESS:**

4. **Ordinary Resolution:** Ratification of remuneration of M/s. A.G. Tulsian and Co., Practicing Cost Accountants (FRN: 100629) Cost Auditors of the Company;
5. **Ordinary Resolution:** Sub-division of equity shares of the Company from the face value of Rs. 10/- per equity share to Rs. 5/- per equity share;
6. **Ordinary Resolution:** Alteration of the Capital Clause of the Memorandum of Association on account of the above said sub-division;
7. **Special Resolution:** Appointment of Mr. Brijmohan D. Chiripal (DIN: 00290426) as Managing Director of the Company;
8. **Ordinary Resolution:** Appointment of Mr. Chitranjan Singh (DIN: 07300731) as Independent Director of the Company;
9. **Ordinary Resolution:** Remuneration to Mr. Amit Kadmawala (DIN: 07016454), Whole-time Director of the Company; and
10. **Ordinary Resolution:** Contribution to Charitable funds u/s 181 of the Companies Act, 2013



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All the business as mentioned in the Notice of the Annual General Meeting having being transacted, CS Tanushree Dave gave the vote of thanks to all the members for their continuous support, cooperation and confidence towards the Company.

Mr. Brijmohan D. Chiripal, Chairman of the meeting declared the meeting as closed.

**For Vishal Fabrics Limited**

*Tanushree Dave*

**Tanushree Dave  
Company Secretary &  
Compliance Officer**



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