

September 30, 2023

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

Sub: Voting Results of the 38th Annual General Meeting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report.

Ref.: Vishal Fabrics Limited, Scrip Code: 538598, Security ID: VISHAL.

Dear Sir/Ma'am,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, please find attached herewith the Consolidated Voting Results inclusive of Remote e-voting as well as e-voting during the AGM of the Company which was held on Friday, 29th September, 2023 at 2.00 p.m. (IST) through Video Conferencing (VC) along with Consolidated Scrutinizers' Report received from the Scrutinizer, CS Chirag Shah, Practicing Company Secretary.

You are requested to kindly take the same on record.

Thanking You,
Yours Sincerely,
For Vishal Fabrics Limited,

Pooja Dhruve
Company Secretary
Membership 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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SUMMARY OF ATTENDANCE

Date of AGM	September 29, 2023
Total Number of shareholders on record date	33,885
No. of Shareholders present in the meeting either in person or through proxy	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
Promoter and Promoter Group	
Public	
No. of Shareholders attended the meeting through Video Conferencing	36
Promoter and Promoter Group	26
Public	10

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 : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon.						
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	42263793	30.9970	42263793	0	100.0000	0.0000	0
	Poll		20009382	14.6752	20009382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62273175	45.6722	62273175	0	100.0000	0.0000	0
Public Institutions	E-Voting	7614300	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	53647726	59042	0.1101	58051	991	98.3215	1.6785	0
	Poll		1501350	2.7985	1501350	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1560392	2.9086	1559401	991	99.9365	0.0635	0
Total		197610003	63833567	32.3028	63832576	991	99.9984	0.0016	0

Vishal Fabrics Limited									
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Parmod Kumar (DIN:06387498), who retires by rotation and being eligible offers himself for re-appointment.						
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	42263793	30.9970	42263793	0	100.0000	0.0000	0
	Poll		20009382	14.6752	20009382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62273175	45.6722	62273175	0	100.0000	0.0000	0
Public Institutions	E-Voting	7614300	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	53647726	59049	0.1101	58058	991	98.3217	1.6783	0
	Poll		1501350	2.7985	1501350	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1560399	2.9086	1559408	991	99.9365	0.0635	0
Total		197610003	63833574	32.3028	63832583	991	99.9984	0.0016	0

Vishal Fabrics Limited									
Resolution Required : (Ordinary)			3 - To consider and approve appointment of M/s. A S R V & CO, Chartered Accountants, (FRN: 135182W), Ahmedabad as Statutory Auditors of the Company and to fix their remuneration.						
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	42263793	30.9970	42263793	0	100.0000	0.0000	0
	Poll		20009382	14.6752	20009382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62273175	45.6722	62273175	0	100.0000	0.0000	0
Public Institutions	E-Voting	7614300	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	53647726	59032	0.1100	58041	991	98.3212	1.6788	0
	Poll		1501350	2.7985	1501350	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1560382	2.9085	1559391	991	99.9365	0.0635	0
Total		197610003	63833557	32.3028	63832566	991	99.9984	0.0016	0

Vishal Fabrics Limited									
Resolution Required : (Ordinary)			4 - Ratification of Remuneration of Cost Auditor 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	42263793	30.9970	42263793	0	100.0000	0.0000	0
	Poll		20009382	14.6752	20009382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62273175	45.6722	62273175	0	100.0000	0.0000	0
Public Institutions	E-Voting	7614300	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	53647726	59035	0.1100	58044	991	98.3213	1.6787	0
	Poll		1501350	2.7985	1501350	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1560385	2.9086	1559394	991	99.9365	0.0635	0
Total		197610003	63833560	32.3028	63832569	991	99.9984	0.0016	0

Vishal Fabrics Limited

Resolution Required : (Special)			5 - Reappointment of Mr. Ravindra Bajaj (DIN: 08243855) as Whole Time Director of the Company and approve his remuneration.						
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	42263793	30.9970	42263793	0	100.0000	0.0000	0
	Poll		20009382	14.6752	20009382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62273175	45.6722	62273175	0	100.0000	0.0000	0
Public Institutions	E-Voting	7614300	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	53647726	59042	0.1101	58051	991	98.3215	1.6785	0
	Poll		1501350	2.7985	1501350	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1560392	2.9086	1559401	991	99.9365	0.0635	0
Total		197610003	63833567	32.3028	63832576	991	99.9984	0.0016	0

Vishal Fabrics Limited									
Resolution Required : (Special)			6 - Approval of revision in the remuneration of Mr. Parmod Kumar (DIN: 06387498) as an Executive 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	42263793	30.9970	42263793	0	100.0000	0.0000	0
	Poll		20009382	14.6752	20009382	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		62273175	45.6722	62273175	0	100.0000	0.0000	0
Public Institutions	E-Voting	7614300	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
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	53647726	59038	0.1100	55847	3191	94.5950	5.4050	0
	Poll		1501350	2.7985	1501350	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		1560388	2.9086	1557197	3191	99.7955	0.2045	0
Total		197610003	63833563	32.3028	63830372	3191	99.9950	0.0050	0



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

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
38th Annual General Meeting ("the AGM") of the Equity Shareholders of
VISHAL FABRICS LIMITED ("the Company")
held on Friday, September 29, 2023
at 02:00 p.m through
Video Conferencing/
Other Audio Visual Means

Consolidated Scrutinizer's Report on voting by Remote E-voting and E-voting facility to the shareholders present at the AGM through Video Conferencing/ Other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated August 01, 2023

Dear Sir,

I, Chirag B Shah, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the Voting through Remote E-voting and E-voting facility to the shareholders present at the AGM through Video Conferencing/ Other Audio Visual means ("VC/OAVM") on the below mentioned resolution(s), at the AGM of the Equity Shareholders of the Company held on Friday, September 29, 2023 at 02:00 p.m, submit my report as under:

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, relating to the E-voting facility to the shareholders present at the AGM through VC/OAVM and Remote E-voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated August 01, 2023 ("Notice"), through Remote E-Voting and through E-voting facility to the shareholders present at the AGM through VC/OAVM.



1. After the time fixed for E-voting facility to the shareholders present at the AGM through VC / OAVM by the Chairman, electronic voting system for Voting was started.
2. The company had appointed Link Intime India Pvt. Ltd ("Linkintime") as the Agency for providing e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not casted their votes earlier through remote e-voting facility.
3. The remote e-voting period remained open from Tuesday, September 26, 2023 at 9.00 a.m. to Thursday, September 28, 2023 at 5.00 p.m.
4. The shareholders holding shares as on the "cut off" date i.e. Friday, September 22, 2023 were entitled to vote on the proposed resolutions (Items No. 1 to 6 as set out in the Notice).
5. The votes were unblocked on September 29, 2023 at around 02.35 p.m. in the presence of two witnesses Mr. Raimeen Maradiya and Ms. Neha Soni who are not in the employment of the Company.
6. The result of the scrutiny of voting by Remote E-Voting and through E-voting facility to the shareholders present at the AGM through VC/OAVM, in respect of resolutions (businesses) contained in the Notice is as under:

a) Resolution No. 1 - (Ordinary Resolution):

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	11	21510732	100.00%
Remote E-voting	69	42321844	99.998%
Total	80	63832576	99.998%



(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	0	0	0.00%
Remote E-voting	5	991	0.002%
Total	5	991	0.002%

(iii) abstained/invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	0	0
Remote E-voting	0	0
Total	0	0

b) Resolution No. 2 - (Ordinary Resolution):

To appoint a Director in place of Mr. Parmod Kumar (DIN:06387498), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	11	21510732	100.00%
Remote E-voting	69	42321851	99.998%
Total	80	63832583	99.998%



(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	0	0	0.00%
Remote E-voting	5	991	0.002%
Total	5	991	0.002%

(iii) abstained/invalid Votes:

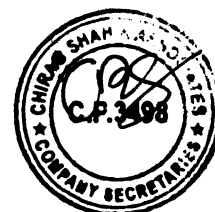
Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	0	0
Remote E-voting	0	0
Total	0	0

c) **Resolution No. 3 - (Ordinary Resolution):**

To consider and approve appointment of M/s. A S R V & CO, Chartered Accountants, (FRN: 135182W), Ahmedabad as Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	11	21510732	100.00%
Remote E-voting	68	42321834	99.998%
Total	79	63832566	99.998%



(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	0	0	0.00%
Remote E-voting	5	991	0.002%
Total	5	991	0.002%

(iii) abstained/invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	0	0
Remote E-voting	0	0
Total	0	0

d) Resolution No. 4 - (Ordinary Resolution):

Ratification of Remuneration of Cost Auditor of the Company:

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	11	21510732	100.00%
Remote E-voting	68	42321837	99.998%
Total	79	63832569	99.998%



(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	0	0	0.00%
Remote E-voting	5	991	0.002%
Total	5	991	0.002%

(iii) abstained/invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	0	0
Remote E-voting	0	0
Total	0	0

e) **Resolution No. 5 - (Special Resolution):**

Reappointment of Mr. Ravindra Bajaj (DIN: 08243855) as Whole Time Director of the Company and approve his remuneration.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	11	21510732	100.00%
Remote E-voting	69	42321844	99.998%
Total	80	63832576	99.998%



(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	0	0	0.00%
Remote E-voting	5	991	0.002%
Total	5	991	0.002%

(iii) abstained/invalid Votes:

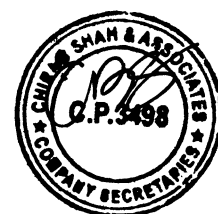
Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	0	0
Remote E-voting	0	0
Total	0	0

f) Resolution No. 6 - (Special Resolution):

Approval of revision in the remuneration of Mr. Parmod Kumar (DIN: 06387498) as an Executive Director of the Company.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	11	21510732	100.00%
Remote E-voting	68	42319640	99.992%
Total	79	63830372	99.995%



(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of shares for which votes casted	% of total number of valid votes casted
E-voting by Shareholders through VC/OAVM	0	0	0.00%
Remote E-voting	6	3191	0.008%
Total	6	3191	0.005%

(iii) abstained/invalid Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted.
E-voting by Shareholders through VC/OAVM	0	0
Remote E-voting	0	0
Total	0	0

7. 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 the AGM and the same will be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully


Chirag B Shah
Scrutinizer

Practicing Company Secretary

FCS: 5545; CP: 3498

UDIN: F005545E001142505

Peer Review Cert. No.: 704/2020

Place: Ahmedabad

Date: September 30, 2023




Counter Signed by

BRIJMOHAN CHIRIPAL
Chairman & Managing Director
Vishal Fabrics Limited
DIN: 00290426