



Vimal Oil & Foods Ltd.

ISO 22000:2005 Certified Co.

December 31, 2013

To, Mr. Robert A.Y. – DCS-CRD The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI – 400 001	To, The General Manager (Listing), National Stock Exchange of India Ltd., 5th Floor, Exchange Plaza, Bandra (E), Mumbai – 400 051
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BSE - SECURITY CODE: 519373

NSE – SYMBOL – VIMALOIL-EQ

Dear Sir,

Ref: Compliance of Clause 31(d) of the Listing Agreement:

With reference to above, we herewith submit the copy of the Minutes of the Proceedings of Declaration of Postal Ballot Result, declared on 31st December, 2013 at 11.30 a.m. at the Registered Office of the Company at 4th Floor, Heritage, Nr. The Grand Bhagwati, Sarkhej-Gandhinagar Highway, Ahmedabad - 380 054, Gujarat (INDIA), on the voting conducted through the postal ballot on resolution set out in the notice dated 13th November, 2013 pursuant to section 192A(2) of the Companies Act, 1956.

Kindly take the same on records and oblige.

Thanking you,

Yours Faithfully,

For, Vimal Oil & Foods Limited

Fagesh R. Soni
Compliance Officer &
Company Secretary



Encl: As above

Regd. Office: 4th Floor, **HERITAGE**, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054, Gujarat, INDIA.
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Plant: Nr. Palavasana Rly. Over Bridge, Highway, Mehsana - 384 002, Gujarat, INDIA.
Ph.: 02762-225700, 225058, Fax: 225835, E-mail: plant@vimalgroup.com

MINUTES OF THE PROCEEDINGS OF THE DECLARATION OF POSTAL BALLOT RESULT, DECLARED ON 31st DECEMBER, 2012 AT 11.30 A.M. AT REGISTERED OFFICE OF THE COMPANY AT 4TH FLOOR, HERITAGE, NR. THE GRAND BHAGWATI, SARKHEJ-GANDHINAGAR HIGHWAY, AHMEDABAD - 380 054, VOTING CONDUCTED THROUGH THE POSAL BALLOT ON (1) SPECIAL RESOLUTION UNDER SECTION 81(1A) OF THE COMPANIES ACT, 1956, RELATING TO THE PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO PROMOTERS AND NON-PROMOTERS AS PER SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS SET OUT IN THE NOTICE DATED 13TH NOVEMBER, 2013 PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956.

The following were present:

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|-------------------------------|-----------------------------------|
| 1. Shri Jayesh C. Patel | - Chairman and Managing Director. |
| 2. Shri Mahendrabhai V. Patel | - Director |
| 3. Shri Mukesh N. Patel | - Director |
| 4. Shri Alkesh B. Patel | - Director |

In attendance:

- | | |
|------------------------|---------------------|
| 1. Shri Fagesh R. Soni | : Company Secretary |
| 2. Shri Dipak Rachchha | : Scrutinizer |

Shri Jayesh C. Patel, Chairman of the Company being present took the chair. The Chairman stated that the Company had on 28th November, 2013 dispatched the Notice dated 13th November, 2013 under Section 192A(2) of the Companies Act, 1956 to all the shareholders for obtaining their consent on the following Resolutions by means of Postal Ballot:

1. SPECIAL RESOLUTION UNDER SECTION 81(1A) OF THE COMPANIES ACT, 1956, RELATING TO THE PREFERENTIAL ALLOTMENT OF EQUITY SHARES TO PROMOTERS AND NON-PROMOTERS OF THE COMPANY AS PER SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009:

"RESOLVED THAT pursuant to provisions of Section 81, 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the existing Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI (ICDR) Regulations") and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be required, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis upto 36,00,000 (Thirty Six Lacs only) Equity Shares of face value of Rs.10/- each at a price being not less than the

minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as "SEBI (ICDR) Regulations") as amended, to the persons mentioned below on a preferential basis:

Name of Applicant (Proposed Allottee)	Category	Maximum No. of Shares proposed to be allotted
Jayesh C. Patel	Promoter/ Promoter Group	11,00,000
Chandubhai I. Patel	Promoter/ Promoter Group	11,00,000
Pradip C. Patel	Promoter/ Promoter Group	10,00,000
Gaurav Hasmukh Gadhecha	Non-Promoters	1,25,000
Pushpa Hasmukh Gadhecha	Non-Promoters	1,25,000
Manubhai M. Patel	Non-Promoters	1,50,000
Total		36,00,000

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of equity shares, shall be thirty (30) days prior to the date on which the result of Postal Ballot shall be declared or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the aforesaid equity shares shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting equity shares of the Company as aforesaid, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of the equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.


Chairman's Initials

RUSHABH - (M) : 93270 98640, 93777 81009, (O) 3002900

RESOVLED FURTHER THAT the Board be and is hereby authorized, to list the equity shares on all the Stock Exchanges where the shares of the Company are listed and also to authorize, at its discretion, any other member of the Board or Committee, to do all the necessary, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this Resolution."

The Chairman, thereafter, stated that the Scrutinizer, Shri Dipak Rachchha, Practising Company Secretary had carried out the scrutiny of all the postal ballot forms received upto the close of working hours on 30th December, 2013 and that Shri Dipak Rachchha had submitted his Report dated 31st December, 2013 and that he as the Chairman had accepted the said Report.

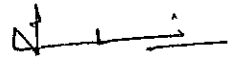
The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report:

Sr. No.	Particulars	Report for Resolution No. 1
1.	Total number of ballot papers received	41
2.	Total number of members who exercised their franchise through postal ballot	41
3.	Total number of invalid votes	4,400
4.	Total number of ballot papers received in defaced/ mutilated conditions	NIL
5.	Total number of valid votes	82,70,421
6.	Total number of votes polled in favour of the resolution	82,69,771
7.	Total number of votes polled against the resolution	650

The Chairman thereafter stated that the Resolution set out in the Notice dated 13th November, 2013 was therefore duly approved by the requisite majority of the shareholders.

Date : 31st DECEMBER, 2013

Place : AHMEDABAD


CHAIRMAN

RUSHABH - (M) : 93270 98640, 93777 81009, (O) 3002900