



Vipul Limited

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Ref.No. VIPUL/SEC/VC/2015-2016/1494

25.09.2015

The Secretary

The BSE Ltd

Corporate Relationship Department,
1st Floor, New trading Ring, Rotunda Building,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai-400001

The Manager (Listing)

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (E)

Mumbai-400 051

**Sub : Proceeding of announcement of the Result of the voting (E-voting & Ballot)
conducted through Postal Ballot procedures**

Dear Sir,

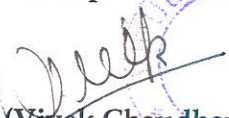
We are forwarding herewith Copy of the proceedings of the announcement of Result of the voting (E-voting & Ballot) conducted through Postal Ballot on August 28, 2015.

You are requested to take the same on record

Thanking You

Yours faithfully

For Vipul Limited


(Vivek Chaudhary)
Company Secretary

Encl : as above

COPY OF THE PROCEEDINGS OF ANNOUNCEMENT OF RESULT ON AUGUST 28, 2015 AT 4.00 PM AT THE CORPORATE OFFICE OF THE COMPANY AT VIPUL TECHSQUARE, GOLF COURSE ROAD, SECTOR -43, GURGAON -122009 OF THE POSTAL BALLOT/ E-VOTING CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION(S) AS SET OUT IN THE NOTICE DATED JULY 9, 2015.

Mr. Punit Beriwal, Managing Director presided over the proceedings of declaration of results of Postal Ballot/E-voting in the absence of the Chairman of the Board.

Mr. Punit Beriwal, Managing Director stated that the Company had on July 20, 2015, dispatched to all the members, a Notice dated July 9, 2015 under Section 110 of the Companies Act, 2013, for obtaining the consent of the members to the following Resolution(s) by means of Postal Ballot/e-voting:

ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted/to be constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ('NCDs') on private placement, in one or more tranches, such that the total amount does not exceed Rs.750 Crore during a period of one year from the date of passing of this Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue, including the class of persons/investors to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount, repayment, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents/other intermediaries, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard.”



and other concerned attending members of the Company, Directors, Stock Exchange listed through courier/mail. The Notice of postal ballot was also placed on the website of the Company and on the website of the Stock Exchanges, where it was listed.

The intimation about completion of dispatch of postal ballot form/e-voting and the last date of receipt of reply from the member was also intimated to the members by way of publication in the prescribe manner.

Members were advised to carefully read the instruction before casting their votes and were also advised to complete the e-voting process/return the duly completed forms in the attached self-addressed prepaid postage business reply envelope, so as to reach the Scrutinizer on or before the close of business hours on August 26, 2015.

The Chairman thereafter stated that the Scrutinizer, Mr. Amitabh, Partner, M/s. AVA Associates, Practicing Company Secretaries, had carried out the scrutiny of all the postal ballot forms received up to the close of working hours on August 26, 2015 and that the Scrutinizer, had submitted his Report dated August 28, 2015 and that he as the Chairman had accepted the said Report. The brief summary of the Scrutinizer report was as under:

ITEM : SPECIAL RESOLUTION UNDER SECTIONS 23, 42, 71 AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 ('THE ACT') AND THE RULES MADE THEREUNDER, SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	19	75103437	99.4552
	2. Total E-voting options received.	11	411427	00.5448
	Total (1+2)	30	75514864	100.00
(b)	Less: Invalid Postal Ballot Forms	0	0	0.00



(c)	1. Net Valid Postal Ballot Forms (As per Register)	19	75103437	99.4552
	2. Net E-voting options.	11	411427	00.5448
	Total (1+2)	30	75514864	100.00
(d)	1. Postal Ballot forms with assent for the resolution.	19	75103437	99.4552
	2. E-voting options with assent for the resolution.	9	403527	00.5343
	Total (1+2)	28	75506964	99.9895
(e)	1. Postal Ballot forms with dissent for the resolution.	0	0	0.0000
	2. E-voting options with dissent for the resolution.	2	7900	0.0105
	Total (1+2)	2	7900	0.0105
(f)	Postal Ballot forms with not voted for / against the Resolution.	Nil	Nil	

The Chairman thereafter, on the basis of the Scrutinizer's Report dated August 28, 2015, stated that the Resolution as set out in the Notice dated July 9, 2015 stands duly approved as Special resolution by the members.

The date of declaration of the results of postal ballot/e-voting has been taken as the date of passing of the resolution.

The result of Postal Ballot alongwith Scrutinizer's Report were displayed on the website of the Company i.e. www.vipulgroup.in and intimated to BSE Ltd and National Stock Exchange Limited.

The Chairman expressed his special thanks to Mr. Amitabh, Partner, M/s. AVA Associates, Practicing Company Secretaries, for exercising due diligence for the entire postal ballot process/e-voting in fair & transparent manner and concluded the proceedings.

