



Vipul

VIPUL LIMITED

Registered Office : Regus Rectangle, Level 4, Rectangle 1, D4,

Commercial Complex, Saket, New Delhi-110017

Tel : 91-124-4065500 Fax : 91-124-4061000 Website : www.vipulgroup.in

CIN NO. : L65923DL2002PLC167607

POSTAL BALLOT FORM

Serial No

1. Name & Address of the Sole/ First
named Member as registered
with the Company

2. Name(s) of the joint Member(s),
if any, registered with the Company

3. Registered Folio No./ DPID No.* & Client ID No.*
(*Applicable to investors holding shares in
dematerialized form)

4. Number of shares held

5. I/ We hereby exercise my/ our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated Thursday, July 9, 2015 by conveying my/ our assent or dissent to the said Special Resolution(s), by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution seeking consent of members for Issuance of Non-Convertible Debentures ("NCDs"), in one or more tranches, on private placement upto an amount of Rs. 750 Crores, as detailed in the Postal Ballot Notice.			

Place :

Date : _____ (Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PAN*

Notes :

Kindly read the instructions printed overleaf before filling the form

Last date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday August 26, 2015

P.T.O.



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VIPUL LIMTIED

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NOTICE OF THE POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), that the appended resolution is proposed to be passed as a Special Resolution by way of postal ballot/e-voting.

The Members are requested to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

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 Crores 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."

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Tel: 91- 124-4065500 Fax: 91- 124-4061000

By order of the Board
For Vipul Limited

sd/-
Vivek Chaudhary
Company Secretary

Place : Gurgaon

Date : July 09, 2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, July 17, 2015.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode. A person who is not a member on the record/cut off date should treat this Notice for information purposes only.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.vipulgroup.in
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to secretarial@vipulgroup.in. The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. Mr. Amitabh, Partner, M/s. AVA Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Board or in his absence to the Managing Director of the Company. The results of the Postal Ballot will be declared on Friday, August 28, 2015 at 4.00 p.m. at the corporate office of the Company i.e. Vipul Tech Square, Golf Course Road, Sector-43, Gurgaon-122009. The said results along with the Scrutinizer's Report will be displayed on the website of the Company, i.e., <https://www.vipulgroup.in/notice-shareholders> and intimated to the Stock Exchanges where the shares of the Company are listed.
10. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final and binding.
11. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company has been exploring various fund raising options, in order to augment the resources of the Company. There is potential to raise resources through issue of Non-Convertible Debentures ("NCDs") on private placement. Your Directors considered that the Company should broaden the base of resource mobilization to ensure availability of adequate funding for future business growth and development and propose to raise these funds through issue of NCDs on private placement.

The funds raised through this Issue of NCDs will be utilised to meet the capital requirements, general corporate purposes or business needs of the Company, after meeting the expenditures of and related to the Issue.

As per Sections 23, 42 and 71 of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, a company offering or making an invitation to subscribe to NCDs on private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The Board of Directors of the Company at its meeting held on May 30, 2015 has approved the issue of NCDs for an amount not exceeding Rs. 750 Crores, subject to the approval of the Members of the Company. It is also proposed to issue NCDs in one or more tranches within a period of 1 (One) year from the date of passing this Special Resolution.

Further, the issue amount of NCDs will be within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board commends the Special Resolution as per the accompanying Notice, for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, except to the extent of their respective shareholding in the Company, concerned or interested, financially or otherwise, in the proposed special resolution. The Board recommends the resolution set forth for approval of the Members as a Special Resolution.

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By order of the Board
For Vipul Limited

sd/-
Vivek Chaudhary
Company Secretary

Place : Gurgaon
Date : July 9, 2015

INSTRUCTIONS FOR VOTING**A. Voting through physical Ballot Form**

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it in the attached self addressed prepaid postage Business reply envelope so as to reach the Scrutinizer viz. Mr. Amitabh, Partner, M/s. Ava Associates, Practicing Company Secretaries, not later than Wednesday August 26, 2015. Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- (v) There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- (vi) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed prepaid postage business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
- (vii) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (viii) A Member need not use all the votes or cast all the votes in the same way.
- (ix) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to : secretarial@vipulgroup.in mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. A(i) above.
- (x) Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

A Postal Ballot Form shall also be considered as invalid if :

- (a) It has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the company
- (c) It is not possible to determine without any doubt the assent or dissent of the Member; Neither assent nor dissent is mentioned;
- (d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (e) The envelope containing the postal ballot form is received after the last date prescribed;
- (f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

(B) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "Vipul Limited" from the drop down menu and click on "SUBMIT"
- v) Now, fill up the following details in the appropriate boxes:

	For members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department or as given in box overleaf when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Bank Details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the User ID in the Bank details field.	

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password, in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) Click on the EVSN for Vipul Limited to vote.
- ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(C) In case of members receiving the physical copy of Postal Ballot Notice [for members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (ii) to sl. no. (xv) above, to cast vote.

General Instructions:

- a) The voting period begins on Tuesday, July 28, 2015 at 9.00 a.m. and ends on Wednesday, August 26, 2015 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Kindly note that e-voting shall not be allowed beyond the said date and time.
- b) In case you have any queries or issues/grievances regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or write to Company Secretary at e-mail id i.e. secretarial@vipulgroup.in
- c) The voting rights of Members shall be in proportion to their shares held by them in the paid up equity share capital of the Company as on Friday, July 17, 2015 as per the register of Members / Statements of beneficial ownership maintained by the Depositories i.e. NSDL & CDSL.
- d) The Company has appointed Mr. Amitabh, Partner, M/s. AVA Associates, Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- e) The Scrutinizer shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Board or in absence to Managing Director of the Company.
- f) The results shall be declared on Friday, August 28, 2015 at 4.00 p.m. at the Corporate Office of the Company i.e. Vipul Tech Square, Golf Course Road, Sector-43, Gurgaon-122009. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vipulgroup.in and on the website of CDSL within two (2) days of passing of the resolutions.