



Vipul

VIPUL LIMTIED

Registered Office: Regus Rectangle, Level 4, Rectangle 1, D4, Commercial Complex, Saket, New Delhi-110017
CIN NO. : L65923DL2002PLC167607

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completion this form)

Serial No

- Name & Address of the Sole/ First named Shareholder as registered with the Company
- Name(s) of the joint Shareholder(s), if any, registered with the Company
- Registered Folio No./ DPID No.* & Client ID No.* : (*Applicable to investors holding shares in dematerialized form)
- Number of shares held
- If 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, May 29, 2014 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 under Section 180 (1) (c) of the Companies Act, 2013 for giving powers to the Board of Directors of the Company to borrow up to Rs. 1500 Crore or the aggregate of the paid up capital and free reserves of the Company whichever is higher (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business). | | | |
| 2. | Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 for creation of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings in terms of resolution No. (1) above. | | | |

Place : _____
Date : _____ (Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

| EVEN (E Voting Event Number) | USER ID | PAN* |
|------------------------------|---------|------|
| | | |

Notes :
Kindly read the instructions before filling the form
Last date for receipt of Postal Ballot Forms by Scrutinizer is July 23, 2014.

P.T.O.



Vipul

VIPUL LIMTIED

Registered Office: Regus Rectangle, Level 4, Rectangle 1, D4, Commercial Complex, Saket, New Delhi-110017

CIN NO. : L65923DL2002PLC167607

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

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), to transact the following special business by the Members of Vipul Limited by passing the Special Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Amitabh of M/s. AVA Associates, Company Secretaries has been appointed by the Board of Directors of your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on Wednesday, the 23rd July 2014 the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Managing Director of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 25th July, 2014 at the Corporate Office of the Company. The result of the postal ballot will also be displayed at the said address and posted on the Company's website www.vipulgroup.in besides communicating to the Bombay Stock Exchange Limited and Madras Stock Exchange Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business:

1. Borrowing powers of the Board of Directors

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED that in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 1500 Crore (Rupees Fifteen Hundred Crore only)."

2. Creation of Charges

To Consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments linked to equity shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.1500 Crore (Rupees Fifteen Hundred Crore only)."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof, be and is hereby authorized to finalize, settle and execute such documents /deeds / writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid".

By order of the Board of Directors
For Vipul Limited

Sd/-

Sumit Goel

(Company Secretary)

Place: Gurgaon

Date: 29.05.2014

Notes:

- The Board of Directors has appointed Mr. Amitabh of M/s. AVA Associates, Company Secretaries, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
- The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
- The Notice is being sent to all the Members by post (and electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members/Record of Depositories as on 13th June, 2014. The voting shall be reckoned in proportion to a Members share of the paid up equity share capital of the Company as on 13th June, 2014.
- The Notice is also being published in Business Standard (English) and Jansatta(Hindi)
- The Notice has also been published on the website of the Company <http://www.vipulgroup.in>

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

| For members holding shares in Demat Form | For Members holding shares in Physical Form |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Or Details as printed in the BOX on the Postal Ballot Form |
| 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. Or Enter Bank account as given in your demat account or folio number. |
| Dividend Bank Account # | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. |

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Vipul Limited to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 24.06.2014 from 10.00 A.M. and ends on 23.07.2014 upto 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13.06.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL on 23.07.2014 at 6.PM. for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or secretarial@vipulgroup.in or info@masserv.com.

General

1. The Scrutinizer will submit the report to the Managing Director of the Company after completion of scrutiny.
2. The results of the Postal Ballot will be announced by the Managing Director or any other Director on 25th July, 2014 at the Corporate Office of the Company.
3. The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.
4. The result of Postal Ballot shall also be informed to the stock exchanges, posted on the Company's website www.vipulgroup.in and published in newspapers.
5. The shareholders are requested to carefully read the instructions as detailed in the notice for the postal ballot, before exercising their vote.
6. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

ANNEXURE TO THE NOTICE

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

ITEM NO. 1&2

At the Annual General Meeting held on September 29, 2007, members of the Company by way of an ordinary resolution had accorded their consent to the Board of Directors to borrow funds and to mortgage and / or create charge on all or anyone of the moveable / immovable properties or such other assets of the company, to the extent of Rs. 1500 crore (Rupees Fifteen Hundred Crore only) in excess of the paid up capital and free reserves of the Company.

Consequent to implementation of Section 180(1) (c) and Section 180 (1) (a) of the Companies Act, 2013, notified from September 12, 2013 and based on the clarifications issued by Ministry of Corporate Affairs (MCA), the Board of Directors shall not borrow any sums of money in excess of the limits specified and/or creation of security on assets of the Company, except with the consent of the members accorded by way of Special Resolution(s).

Hence the resolution(s) passed under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to the borrowings and/or creation of security on assets of the Company, will require fresh consent of members by way of a Special Resolution(s).

It is therefore necessary for the Company to obtain Member's approval by way of special resolution(s) under Section 180(1) (c) and Section 180(1) (a) of the Companies Act, 2013 as set out in item No. 1 & 2 of the Notice of Postal Ballot.

The Board of Directors of your Company has approved these items in the Board Meeting held on 29th May, 2014 and recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as Special Resolution(s).

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

Place: Gurgaon
Date: 29.05.2014

By order of the Board of Directors
For Vipul Limited
Sd/-
Sumit Goel
(Company Secretary)

Enc :
1)Postal Ballot Form
2)Pre paid envelope