



# 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(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated February 13, 2017 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. 500 Crores, as detailed in the Postal Ballot Notice.			
2.	Special Resolution seeking consent of members for re-appointment of Mr. Punit Beriwalla as Managing Director of the Company and payment of remuneration to him, for a period of three years with effect from April 1, 2017 upto March 31, 2020, as detailed in the Postal Ballot Notice.			

Place :  
Date :

\_\_\_\_\_  
(Signature of the Member)

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

#### Notes :

Kindly read the instructions printed overleaf before filing the form  
Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday, March 25, 2017.

## NOTES/INSTRUCTIONS

1. Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, assent/dissent of the shareholders in respect of the resolution contained in the Notice dated 13<sup>th</sup> February, 2017 being taken through postal ballot/e-voting.
2. Under the green initiative of Ministry of Corporate Affairs, Postal Ballot is being sent to the members, who have registered their e-mail with the Company/RTA through e-mail and to do all other members by Post alongwith Postal Ballot Form.
3. The Company has appointed M/s. AVA Associates, Practicing Company Secretaries, Delhi through its partner Mr. Amitabh, as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
4. The notice of Postal Ballot/e-voting is being sent to the members, whose names appear in the register of member as on 17<sup>th</sup> February, 2017 and members whose names appear as beneficiaries in the records of depositories. A member holding shares shall have one vote per share as shown against his holding.
5. The statement as required under section 102 of the Companies Act, 2013 setting out all material facts concerning the aforesaid business is annexed
6. 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 Monday, March 27, 2017 at 4:00 p.m. at the corporate office of the Company i.e. Vipul Tech Square, Golf Course Road, Sector-43, Gurgaon-122009 and shall also be displayed at the notice board of Corporate/Registered office of Company.
7. The Notice is also being displayed on the website of the Company [www.vipulgroup.in](http://www.vipulgroup.in)
8. The members can opt for only one mode of voting i.e. through Postal Ballot or E-voting. If the member decides to vote through Postal ballot they are advised not to vote through e-voting and vice-versa. In case of voting by both the modes, voting through a valid E-voting will be considered and counted and through Physical Postal Ballot Form of such member will be treated as invalid.
9. There will be one Postal Ballot Form/e-voting for every folio/client id irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
11. The scrutinizer's decision on the validity of a Postal Ballot/E-voting will be final.

### Voting in Physical Form

12. A member desiring to exercise voting rights by Postal ballot may complete the Postal Ballot Forms and send it in the attached self addressed Envelops, so as to reach the Scrutinizer not later than close of working hours on 25<sup>th</sup> March, 2017. The Postal Ballot Forms received after this date will be treated as if the reply from member has not been received. However envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expenses of the registered member will also be accepted. The Postal Ballot form(s) may also be deposited personally.
13. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) mark in both the column will render the Form invalid.
14. Please convey your assent/dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
15. The Postal Ballot Form should be completed and signed by the sole/first named member. In the absence of the first named member in a joint holding the Form may be completed and signed by the next named member, however where the Form is sent separately by the first named member and the joint holder(s), the vote of the first named member would be valid.
16. In case of shares held by companies, trusts, societies etc, the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/authority letter with signature's of authorised signatory(ies) duly attested.
17. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be liable to rejection by the Scrutinizer.
18. Members are requested to fill the Postal Ballot form in indelible link and not in any erasable writing mode.
19. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self addressed reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
20. A member may request for a duplicate Postal Ballot Form, if so required. However the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point no. 12 above.

### E-Voting Instructions

- I. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
  - a. Open e-mail and open PDF file viz. "VIPUL-e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Vipul Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [avafirm@gmail.com](mailto:avafirm@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. **In case of Members receiving Physical copy of Notice of postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
  - a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
  - c. A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form no other form or photocopy thereof is permitted, sign and send in the enclosed self-addressed postage pre-paid envelope.
  - d. The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
  - e. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
  - f. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
  - g. Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
  - h. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on Saturday, March 25, 2017. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
  - l. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. h above.
- III. **General**
  - A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17<sup>th</sup> February, 2017.
  - E. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.vipulgroup.in](http://www.vipulgroup.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. BSE and NSE.