



Ref.No. VIPUL/SEC/SG /FY2014-15/

July 25, 2014

The Secretary
Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, Rotunda Building, B.S. Marg.
Dalal Street, Fort
Mumbai-400001

The Secretary
Madras Stock Exchange Ltd
Exchange Building, Post Box No.183,
11, Second Line Beach,
Madras-600001

Sub : Result of the voting conducted through Postal Ballot
Clause 35A of the Listing Agreement

Dear Sir,

We refer to our earlier letter no **VIPUL/SEC/SG /FY2014-15/1317** dated 23.06.2014 vide which we had forwarded the copies of the notice of Postal Ballot dated 29.05.2014, sent to the shareholders of the Company seeking their approval for passing the resolutions as set out in the said Notice.

Further, on the basis of the Scrutinizer's Report, the results of the Postal Ballot have been announced today that the said Resolutions are passed by the members with requisite majority.

Copy of the Scrutinizers Report along with Postal Ballot results in the prescribed format are annexed herewith for your records.

You are requested to take the same on record

Thanking You

Yours faithfully
For **Vipul Limited**


Sumit Goel
Company Secretary

SCRUTINIZER'S REPORT

The Board of Directors,
Vipul Limited
Vipul Tech Square, Golf Course Road,
Sector-43, Gurgaon-122009

Dear Sir(s),

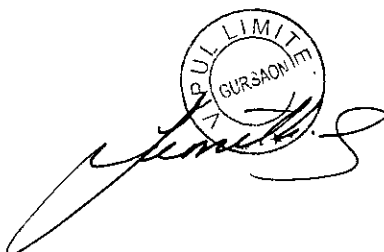
1. The Board of Directors of the Company at its meeting held on 29th May, 2014 has appointed me as the Scrutinizer for conducting the postal ballot voting process and E-voting process for the approval of the following resolution:
 - 1.1 Special Resolution u/s 180 (1) (c) of the Companies Act, 2013 for 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).
 - 1.2 Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for creation of charge on the moveable and immovable properties of the Company, both present and future, in respect of borrowings in terms of resolution No. (1) above.
2. I submit my report as under:
 - 2.1 The Company has completed on 23th June, 2014 the dispatch of Postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Registers of Members / Record of Depositories as on 13th June, 2014.
 - 2.2 The e-voting commenced from 24th June, 2014 (10:00 AM) and ended on 23th July, 2014 at 6:00 PM.
 - 2.3 Particulars of all Postal Ballot forms received from the members have been entered in a register separately maintained for the purpose.
 - 2.4 I have downloaded the data of e-voting after the E-voting module was disabled by the Central Depository Services India Limited (CDSL) on 23rd July, 2014 at 6:00 PM in presence of two (2) witnesses not in the employment of the Company.

107 First Floor,
C-240, Pandav Nagar,
Delhi-110092
Tele: +91-11-64990024

T-4, ICMI HOUSE,
Durga City Centre,
Haldwani-263139
Tel. 9319745074

avafirm@gmail.com
9818361024

AMITABH
PGS 8500


VIPUL LIMITED
GURGAON, INDIA

- 2.5 The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
- 2.6 The Ballot boxes were opened on 23th July, 2014 at 6:00 PM in presence of two (2) witnesses not in the employment of the Company.
- 2.7 The Postal Ballot forms were duly opened and scrutinized in my presence and the shareholding was matched/ confirmed with the Registers of Members of the Company/ Record of Depositories as on 13th June, 2014.
- 2.8 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
- 2.9 All Postal Ballot forms received on 23rd July, 2014 up to 6:00 PM, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.10 Envelopes containing Postal Ballot forms received after 6:00 PM on 23th July, 2014 were not considered for my scrutiny.
- 2.11 90 Envelopes containing Postal Ballot forms returned from postal authorities for various reasons undelivered aggregated to 2870406 shares.
- 2.12 I did not find any defaced or mutilated ballot paper.
3. A details of Postal Ballot forms received is given below:-

ITEM NO. 1:- SPECIAL RESOLUTION UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013

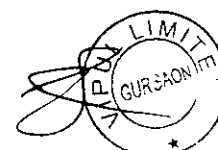
Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	164	55621678	99.9495
	2. Total E-voting options received.	11	28099	0.0505
	Total (1+2)	175	55649777	100.00
(b)	Less: Invalid Postal Ballot Forms	1	930	0.0017

107 First Floor,
C-240, Pandav Nagar,
Delhi-110092
Tele: +91-11-64990024

T-4, ICMI HOUSE,
Durga City Centre,
Haldwani-263139
Tel. 9319745074

avafirm@gmail.com
9818361024

AMITABH
PCS-5500



AVA Associates

Company Secretaries

(c)	1. Net Valid Postal Ballot Forms (As per Register)	163	55620748	99.9478
	2. Net E-voting options.	11	28099	0.0505
	Total (1+2)	174	55648847	99.9983
(d)	1. Postal Ballot forms with assent for the resolution.	20	55620504	99.9474
	2. E-voting options with assent for the resolution.	10	27599	0.0496
	Total (1+2)	30	55648103	99.9970
(e)	1. Postal Ballot forms with dissent for the resolution.	143	244	0.0004
	2. E-voting options with dissent for the resolution.	1	500	0.0009
	Total (1+2)	144	744	0.0013
(f)	Postal Ballot forms with not voted for / against the Resolution.	Nil	Nil	

ITEM NO. 2:- SPECIAL RESOLUTION UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013

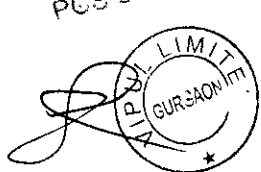
Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% to the total shares representing valid votes
(a)	1. Total Postal Ballot forms received.	164	55621678	99.9495
	2. Total E-voting options received.	11	28099	0.0505
	Total (1+2)	175	55649777	100.00
(b)	Less: Invalid Postal Ballot Forms	1	930	0.0017

107 First Floor,
C-240, Pandav Nagar,
Delhi-110092
Tele: +91-11-64990024

T-4, ICMI HOUSE,
Durga City Centre,
Haldwani-263139
Tel. 9319745074

avafirm@gmail.com
9818361024

AMITABH
PCS-5500



(c)	1. Net Valid Postal Ballot Forms (As per Register)	163	55620748	99.9478
	2. Net E-voting options.	11	28099	0.0505
	Total (1+2)	174	55648847	99.9983
(d)	1. Postal Ballot forms with assent for the resolution.	20	55620504	99.9474
	2. E-voting options with assent for the resolution.	10	27599	0.0496
	Total (1+2)	30	55648103	99.9970
(e)	1. Postal Ballot forms with dissent for the resolution.	143	244	0.0004
	2. E-voting options with dissent for the resolution.	1	500	0.0009
	Total (1+2)	144	744	0.0013
(f)	Postal Ballot forms with not voted for / against the Resolution.	Nil	Nil	

4. I have on reckoning the voting rights of shareholders on the basis of the paid-up value of the shares registered in their names as on June 13th, 2014 and found that total percentage of assent in respect of:


4.1 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) is 99.997%.

4.2 Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for creation of charge on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings in terms of resolution No. (1) above is 99.997%.%

107 First Floor,
C-240, Pandav Nagar,
Delhi-110092
Tele: +91-11-64990024

T-4, ICMI HOUSE,
Durga City Centre,
Haldwani-263139
Tel. 9319745074

avafirm@gmail.com
9818361024


AMITABH
2014-06-13


AVA Associates

Company Secretaries

5. I have handed over the Postal Ballot forms and other related papers / registers and records for safe custody to the Company.
6. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Place: New Delhi
Date: 24.07.2014

For AVA ASSOCIATES

Signature: _____

**Name: Amitabh Company Secretary &
Scrutinizer for the Postal Ballot &
E- Voting Process**

AMITABH
PCS-5500

107 First Floor,
C-240, Pandav Nagar,
Delhi-110092
Tele: +91-11-64990024

T-4, ICMI HOUSE,
Durga City Centre,
Haldwani-263139
Tel. 9319745074

avafirm@gmail.com
9818361024



[Handwritten Signature]

Details of Voting Results

1.	Date of Notice of Postal Ballot	29.05.2014	
2.	Cut-off date for reckoning voting rights	13.06.2014	
3.	Total Number of Shareholders as on Cut-off date	5385	
4.	Date of Declaration of Postal Ballot Results	25.07.2014	
5A.	No. of valid Postal Ballot forms received		
		Special Resolution No.1	Special Resolution No.2
i)	Promoter and Promoter Group	5	5
ii)	Public	159	159
5B.	No. of Valid e-votes received	11	11
i)	Promoter and Promoter Group	0	0
ii)	Public	11	11

6.	Details of Agenda	Resolution Required	Mode of Voting
i)	Special Resolution u/s 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).	Special Resolution	Postal Ballot (Physical Ballot form and E-voting)
ii)	Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for creation of charge on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings in terms of resolution No. (1) above.	Special Resolution	Postal Ballot (Physical Ballot form and E-voting)



Jemeth S

Further the following details of Postal Ballot Voting Results as per Clause 35 A of the Listing Agreement are given below:

Special Resolution No.1

Promoter/ Public	No. of shares Held (1)	No. of votes (2)	% of Votes on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)] *100	% of Votes against on votes casted (7)=[(5)/(2)] *100
Promoter and Promoter Group	70929000	55373000	78%	55373000	Nil	100.00	Nil
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	49055480	276777	0.56%	276033	744	99.73	0.27
Total	119984480	55649777	46.38%	55649033	744	99.99	0.0001

The aforesaid Special Resolution was passed with requisite majority.

Special Resolution No.2

Promoter/ Public	No. of shares held (1)	No. of votes (2)	% of Votes on outstandi ng shares (3)=[(2)/(1)]]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes casted (7)=[(5)/(2)] *100
Promoter and Promoter Group	70929000	55373000	78%	55373000	Nil	100.00	Nil
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	49055480	276777	0.56%	276033	744	99.73	0.27
Total	119984480	55649777	46.38%	55649033	744	99.99	0.0001

The aforesaid Special Resolution was passed with requisite majority.



[Handwritten Signature]