



Ref.No. VIPUL/SEC/VC/FY2015-16/

August 28, 2015

The Secretary
BSE Limited,
Corporate Relationship Department,
1st Floor, Rotunda Building, B.S. Marg.
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 : 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/2015-2016/1476 dated July 20, 2015 through which we had forwarded the copies of the notice of Postal Ballot dated July 9, 2015, sent to the members of the Company seeking their approval for passing the special resolutions as set out in the said Notice.

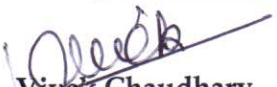
Further, on the basis of the Scrutinizer's Report dated August 28, 2015, the result of the Postal Ballot have been announced today that the said Special Resolution has been passed by the members.

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 and also place of your website.

Thanking You

Yours faithfully
For Vipul Limited


Vivek Chaudhary
Company Secretary

End! As above

SCRUTINIZER'S REPORT

Mr. Punit Beriwal

Managing Director

Vipul Limited

Vipul Tech Square, Golf Course Road,

Sector-43, Gurgaon-122009

Dear Sir(s),

1. The Board of Directors of the Company vide their Resolution passed by Circulation on July 09, 2015 has appointed me as the Scrutinizer for conducting the postal ballot voting process and E-voting process for the approval of the following special resolution:

"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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AVA Associates

Company Secretaries

2. I submit my report as under:

- 2.1 The Company has completed on July 20, 2015 the dispatch of Postal ballot forms along with self addressed prepaid postage business reply envelope to its members whose name(s) appeared on the Registers of Members / Record of Depositories as on July 17, 2015.
- 2.2 The e-voting commenced on Tuesday, July 28, 2015 at 9:00 AM and ended on Wednesday August 26, 2015 at 5:00 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 from the website of CDSL after the end of E-voting period.
- 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 August 27, 2015 at 13:30 PM. in the 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 Register of Members of the Company/ Record of Depositories as on July 17, 2015.
- 2.8 The e-voting data was scrutinized by me for verification of votes casted in favour and against the Resolution.
- 2.9 All Postal Ballot forms received upto August 26, 2015 upto 5.00 PM, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 2.10 No Envelope containing Postal Ballot forms were received after 5:00 PM on August 26, 2015 were not considered for my scrutiny.
- 2.11 No Envelopes containing Postal Ballot were received as undelivered from the postal authorities.
- 2.12 I did not find any defaced or mutilated ballot paper.



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3. The detail of Postal Ballot forms received is given below:-

Item no. 1:-

"Special Resolution seeking consent of members for issuance of Non-Convertible Debentures in one or more tranches, on private placement upto an amount of Rs 750 Crores as detailed in the Postal Ballot Notice"

| 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 | 100.0000 |
| (b) | Less: Invalid Postal Ballot Forms | 0 | 0 | 0.0000 |
| (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 | 100.0000 |
| (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 | |

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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 July 17, 2015 and found that total percentage of assent in respect of above Special Resolution is 99.9895%
5. I confirm that the postal ballot process has been carried in fair and transparent manner.
6. I have handed over the Postal Ballot forms and other related papers / registers and records for safe custody to the Company.
7. You may accordingly declare the Special Resolution passed as with requisite majority

Thanking you,

Place: Gurgaon

Date: 28.08.2015



Signature: _____

Name: Anil Singh, Partner AVA Associates

Practicing Company Secretaries

Scrutinizer

Details of Voting Results

| | | |
|-----|---|--------------------------------|
| 1. | Date of Notice of Postal Ballot | 09.07.2015 |
| 2. | Cut-off date for reckoning voting rights | 17.07.2015 |
| 3. | Total Number of Shareholders as on Cut-off date | 3862 |
| 4. | Date of Declaration of Postal Ballot Results | 28.08.2015 |
| 5A. | No. of valid Postal Ballot forms received | |
| | | Special Resolution No.1 |
| i) | Promoter and Promoter Group | 8 |
| ii) | Public | 22 |
| 5B. | No. of Valid e-votes received | |
| i) | Promoter and Promoter Group | 400000 |
| ii) | Public | 11427 |

| 6. | Details of Agenda | Resolution Required | Mode of Voting |
|----|---|---------------------|--|
| i) | Special Resolution seeking consent of members for issuance of Non-convertible Debenture ("NCDs"), in one or more tranches, on private placement upto an amount of Rs. 750 Crores, as detailed in the Postal Ballot Notice | Special Resolution | Postal Ballot (Physical Ballot form and E-voting) |

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 | 76050509 | 75277575 | 99.69% | 75277575 | Nil | 100% | Nil |
| Public - Institutional holders | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-Others | 43933971 | 237289 | 0.31% | 229389 | 7900 | 96.67% | 3.33% |
| Total | 119984480 | 75514864 | 100% | 75506964 | 7900 | 99.99% | 0.01% |

The aforesaid Special Resolution was passed with requisite majority.

Thanking You,
For Vipul Limited


Vivek Chaudhary
Company Secretary