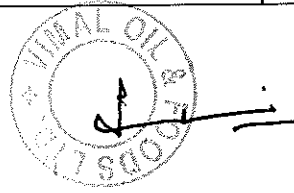




# Vimal Oil & Foods Ltd.

ISO 22000:2005 Certified Co.

Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands / poll / postal ballot / e-voting)	Result
1	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 not exceeding Rs. 1000.00 Crores	Special	Postal Ballot (including e-voting)	With requisite majority
2	Special Resolution under section 186 of the Companies Act, 2013 for power to make investment(s), loan(s), give guarantee(s) and provide any security(ies) not exceeding Rs. 200.00 Crores	Special	Postal Ballot (including e-voting)	With requisite majority
3	Special Resolution under section 13 of the Companies Act, 2013 for change In Memorandum of Association of the Company	Special	Postal Ballot (including e-voting)	With requisite majority



**Regd. Office:** 4<sup>th</sup> Floor, **HERITAGE**, Nr. The Grand Bhagwati, S. G. Highway, Ahmedabad - 380 054, Gujarat, INDIA.  
Ph.: 079-26841851-52-53-54, Fax: +91-79-26841850 E-mail: mail@vimaloil.com visit us: www.vimaloil.com

**Plant:** Nr. Palavasana Rly. Over Bridge, Highway, Mehsana - 384 002, Gujarat, INDIA.  
Ph.: 02762-225700, 225058, Fax: 225835, E-mail: plant@vimalgroup.com

CIN: L15400GJ1992PLC017626



# Vimal Oil & Foods Ltd.

CIN No. - L15400GJ1992PLC017626

Mode of Voting	Postal Ballot (including E-Voting)
Postal Ballot	
Date of Commencement of voting	20-Feb-15
Date of end of voting	21-Mar-15
E-voting	
Date and time of commencement of voting through electronic means	February 20, 2015 (10:00 a.m.)
Date and time of end of voting through electric means	March 21, 2015 (6:00 p.m.)

## AGENDA-WISE

Resolution No. 1 : 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 not exceeding Rs. 1000.00 Crores

Business Type : Special Business

Resolution Type : Special Resolution

Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
		E-Voting (2a)	Postal Ballot (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	11112500	0	11112500	100.00	11112500	0	100.0000	0.0000
Public – Institutional holders	1700	0	0	0	0.00	0	0	0.0000	0.0000
Public-Others	3905800	158	17944	18102	0.46	18094	8	99.9558	0.0442
Total	15020000	11112658	17944	11130602	74.11	11130594	8	99.9999	0.0001

Resolution No. 2 : Special Resolution under section 186 of the Companies Act, 2013 for power to make investment(s), loan(s), give guarantee(s) and provide any security(ies) not exceeding Rs. 200.00 Crores

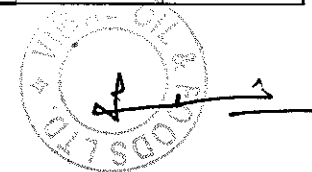
Business Type : Special Business

Resolution Type : Special Resolution

Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
		E-Voting (2a)	Postal Ballot (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	11112500	0	11112500	100.00	11112500	0	100.0000	0.0000
Public – Institutional holders	1700	0	0	0	0.00	0	0	0.0000	0.0000
Public-Others	3905800	158	17794	17952	0.46	17944	8	99.9554	0.0446
Total	15020000	11112658	17794	11130452	74.10	11130444	8	99.9999	0.0001



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Phone : (079) 26841851 / 52 / 53 / 54 • Fax : 91-79-26841850 • e-mail : info@vimalgroup.com

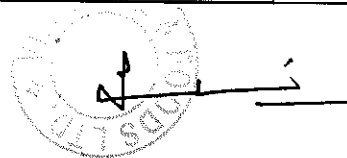




# Vimal Oil & Foods Ltd.

CIN No. - L15400GJ1992PLC017626

Resolution No. 3 Special Resolution under section 13 of the Companies Act, 2013 for change in Memorandum of Association of the Company									
Business Type : Special Business									
Resolution Type : Special Resolution									
Promoter/Public	No. of shares held (1)	No. of votes cast (2)			% of Votes cast on outstanding Shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
		E-Voting (2a)	Postal Ballot (2b)	Total (2a + 2b)					
Promoter and Promoter Group	11112500	11112500	0	11112500	100.00	11112500	0	100.0000	0.0000
Public - Institutional holders	1700	0	0	0	0.00	0	0	0.0000	0.0000
Public-Others	3905800	156	17794	17950	0.46	17944	6	99.9666	0.0334
Total	15020000	11112656	17794	11130450	74.10	11130444	6	99.9999	0.0001



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## SCRUTINIZER'S REPORT

Date: 24<sup>th</sup> March, 2015

The Chairman,  
Vimal Oil & Foods Limited,  
CIN: L15400GJ1992PLC017626  
4<sup>th</sup> Floor Heritage, Nr.The Grand Bhagwati,  
Sarkhej-Gandhinagar Highway,  
Ahmedabad, Gujarat-380054

### SUB: REPORT ON E-VOTING AND POSTAL BALLOT

Dear Sir,

I, Dipak Rachchha, Practicing Company Secretary (FCS: 3878, CP No.: 2191), proprietor of M/s. Dipak Rachchha & Co., Company Secretaries, having address at 401, Akshat Tower, opp. Rajpath Club, Sarkhej-Gandhinagar Highway, Ahmedabad – 380 054, was appointed as scrutinizer by the Board of Directors of Vimal Oil & Foods Limited ("the Company") at their meeting held on February 13, 2015, under Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, for conducting the Postal Ballot (including e-voting) proceedings in a fair and transparent manner, in respect of the resolutions as set out in the notice dated February 13, 2015 issued by the Company to its members.

In this context, I hereby submit my report as under:

1. Pursuant to Section 108 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 and in compliance with the Clause 35B of the Listing Agreement, the Company has provided e-voting facility to its shareholders with respect to the aforesaid resolutions. Accordingly the Company has made arrangements with the Central Depository Services (India) Limited ("CDSL") for providing a platform to the shareholders, for casting their votes by electronic means.
2. The dispatch of Postal Ballot Notice was made to the shareholders whose names appeared in the Register of members as on February 13, 2015 (cut off date) and completed on February 19, 2015. Important instructions to be followed by the shareholders to cast their votes electronically has been duly mentioned in the Postal Ballot Notice dated February 13, 2015 and in the Postal Ballot Form (providing Electronic Voting Sequence Number (EVSN), USER ID and Password), as sent to the shareholders:
  - i. In physical mode, through courier to those shareholders whose email IDs are not registered with the Company and;
  - ii. In electronic form, by e-mail through Link Intime India Private Limited, Registrar and Transfer Agent of the Company to those shareholders whose e mail IDs are registered with the Company.



3. Publication of advertisement on February 20, 2015 in the Economic Times, in English and Gujarati Newspaper, in compliance with the Rule 20(3) of Companies (Management and Administration) Rules, 2013, was duly made by the Company, informing about the completion of dispatch of Postal Ballot Notice along with explanatory statements (either by e-mail or by courier/registered post, as the case may be) to the shareholders of the Company.
4. The Postal Ballot Forms received at the companies address in the name of the Scrutinizer were kept under safe custody in sealed and tamper proof ballot box. All envelopes received were serially numbered and dated before being put into the sealed ballot box. Thereafter, after the close of working hours on Saturday, March 21, 2015, the sealed ballot box was opened and then taken up for scrutiny and then forwarded to Link Intime India Private Limited, Registrar and Transfer Agent of the Company. During the course of scrutiny of postal ballot forms I have not come across any mutilated Postal Ballot Form.
5. I further report that I have received the Postal Ballot Forms during the period commencing from Friday, February 20, 2015 and ending on Saturday, March 21, 2015 along with the votes (casted electronically) up till March 21, 2015 up to 06:00 pm., being last date fixed by the Company for receipt of forms/ votes, and all the forms and votes received up to the said date and time were considered for my scrutiny.
6. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
7. Reports of electronic voting for each resolution have been generated from the e-voting website of CDSL (Central Depository Services (India) Ltd.) by unblocking the data after 06.00 p.m. Saturday, March 21, 2015 in presence of two witnesses.
8. On scrutiny, I report that out of 1956 shareholders, 16 Shareholders have exercised their vote through e-Voting and 22 Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of votes casted are as under:

<b>RESOLUTION NO. 1: SPECIAL RESOLUTION:</b>			
<b>Creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings not exceeding Rs. 1000.00 Crores</b>			
<b>Particulars</b>	<b>Aggregate of physical ballot forms and electronic voting</b>	<b>Number of votes cast</b>	<b>% of valid votes</b>
Total number of Postal ballot forms received	22	18569	-
Less : Total number of invalid postal ballot forms	6	625	-
<b>(A) Total number of valid postal ballot forms</b>	16	17944	-
Total votes received by electronic mode	16	11112658	-
Less : Total number of invalid Votes	0	0	-
<b>(B) Total number of valid electronic votes</b>	16	11112658	-
<b><u>(A + B) Total valid postal ballot / Votes received</u></b>	32	11130602	100.0000
Assented to resolution	29	11130594	99.9999
Dissented to resolution	3	8	0.0001
<b>Result</b>	<b>Carried with requisite majority</b>		



<b>RESOLUTION NO. 2: SPECIAL RESOLUTION:</b>			
<b>Power to make investment(s), loan(s), give guarantee(s) and provide any security(ies) not exceeding Rs. 200.00 Crores</b>			
<b>Particulars</b>	<b>Aggregate of physical ballot forms and electronic voting</b>	<b>Number of votes cast</b>	<b>% of valid votes</b>
Total number of Postal ballot forms received	22	18569	-
Less : Total number of invalid postal ballot forms	7	775	-
<b>(A) Total number of valid postal ballot forms</b>	15	17794	-
Total votes received by electronic mode	16	11112658	-
Less : Total number of invalid Votes	0	0	-
<b>(B) Total number of valid electronic votes</b>	16	11112658	-
<b><u>(A + B) Total valid postal ballot / Votes received</u></b>	31	11130452	100.0000
Assented to resolution	28	11130444	99.9999
Dissented to resolution	3	8	0.0001
<b>Result</b>	<b>Carried with requisite majority</b>		

<b>RESOLUTION NO. 3: SPECIAL RESOLUTION:</b>			
<b>Change in Memorandum of Association of the Company</b>			
<b>Particulars</b>	<b>Aggregate of physical ballot forms and electronic voting</b>	<b>Number of votes cast</b>	<b>% of valid votes</b>
Total number of Postal ballot forms received	22	18569	-
Less : Total number of invalid postal ballot forms	7	775	-
<b>(A) Total number of valid postal ballot forms</b>	15	17794	-
Total votes received by electronic mode	*15	11112656	-
Less : Total number of invalid Votes	0	0	-
<b>(B) Total number of valid electronic votes</b>	*15	11112656	-
<b><u>(A + B) Total valid postal ballot / Votes received</u></b>	30	11130450	100.00000
Assented to resolution	28	11130444	99.9999
Dissented to resolution	2	6	0.0001
<b>Result</b>	<b>Carried with requisite majority</b>		

\* One voter abstained from voting on resolution no. 3

The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

The Postal Ballot Forms and all other related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.



The Company may accordingly declare the result of voting by Postal Ballot and E-voting, in respect of the resolutions mentioned in the notice dated February 13, 2015 issued under Section 110 of the Companies Act, 2013 and rules made there under.

Date: March 24, 2015  
Place: Ahmedabad

Encl.: As above.



Yours Faithfully,

A handwritten signature in black ink, appearing to read 'Dipak Rachchha'.

Dipak Rachchha

CP. No.: 2191

M. No.: 3878