



Ref. No. VIPUL/SEC/FY2017-18/ 153

August 29, 2017

The Secretary BSE Limited, (Equity Scrip Code: 511726) Corporate Relationship Department, At: 1 st Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001	The Manager (Listing) National Stock Exchange of India Limited, (Equity Scrip Code: VIPULLTD) Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai-400051
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Dear Sir(s),

Sub: 'Annual General Meeting' of the Members of the Company

This is in continuation of our letter no. Ref. no. VIPUL/SEC/ FY2017-18/1746 dated August 21, 2017.

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the 26th Annual General Meeting (AGM) of the members of the Company for the financial year ended March 31, 2017 will be held on **Friday, September 22, 2017** at 11.00 a.m. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016 ("the Meeting").

The notice containing the business to be transacted at the Meeting is attached.

As per Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the Notice attached.

Kindly bring the same to the notice of all concerned.

Thanking you
Yours faithfully
For Vipul Limited


(Punit Beriwal)
Managing Director



NOTICE

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the members of the Company will be held on Friday, September 22, 2017 at 11:00 A.M. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:
 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, including the Standalone Audited Balance Sheet as at March 31, 2017 and the Standalone Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors' thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the balance sheet as at March 31, 2017, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, including the Consolidated Audited Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit & Loss for the year ended on that date and the Reports of Auditors' thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including the balance sheet as on March 31, 2017, the statement of profit & loss, the cash flow statement for the year ended on hat date and the report of the Auditors thereon be and are hereby received, considered and adopted.”
2. To declare a dividend on equity shares for the Financial Year ended March 31, 2017 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, final dividend at the rate of 4% i.e. Rs. 0.04/- per equity share of Rs. 1/- each, in addition to the interim dividend of Rs. 0.01/- per equity share of Rs. 1/- each already paid, be and is hereby declared out of the current profits of the company and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on September 22, 2017 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 15, 2017.”
3. To appoint a Director in place of Mr. Punit Beriwal (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Punit Beriwal (DIN: 00231682), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Statutory Auditors of the Company and to fix their remuneration, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 (herein referred to as the 'Act') and the Rules made thereunder, pursuant to the recommendations of the Audit Committee, M/s JSUS & Associates, Chartered Accountants, having Registration No. 329784E be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s L.B. JHA & Co., Chartered Accountants (Firm Registration No. 301088E), who shall hold office from the conclusion of ensuing Annual General Meeting for a term of consecutive five years till the conclusion of the 31st Annual General Meeting to be held in the year 2022 (subject to ratification of the appointment by the members at every Annual General Meeting held after the ensuing Annual General Meeting) and that the Board of Directors be and is hereby authorized to fix such remuneration plus service tax, out of pocket, travelling and other expenses etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

5. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2018**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee, M/s Vijender Sharma & Co., Cost Accountants having Firm Registration no. 000180, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid a remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) (exclusive of out of pocket expenses and applicable taxes).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

Regus Rectangle, Level 4, Rectangle 1, D4
Commercial Complex, Saket, New Delhi-110017
CIN: L65923DL2002PLC167607
Website: www.vipulgroup.in
E-mail: secretarial@vipulgroup.in
Tel: 91 1244065500 Fax: 91 1244061000
Place: Gurugram
Date: August 21, 2017

By order of the Board
For **Vipul Limited**

sd/-
Punit Beriwal
Managing Director
DIN: 00231682



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect to Special Business set out in the Notice is annexed hereto. Further the additional information with respect to Items no. 2, 3 & 4 is also annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representative(s) are requested to send duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting. The said representative may appoint proxy under his signature. The attendance slip and proxy form with clear instructions for filling, stamping, signing and/or depositing the proxy form, forms part of the notice.

3. The Register of Members and Transfer Books of the Company will be closed from **Friday, September 15, 2017 to Friday, September 22, 2017**, both days inclusive, for annual closing and determining the entitlement of the shareholders to the Final Dividend for the financial year 2016-17.
4. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s MAS Services Limited, having their Registered Office at T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020.
5. Members who have not yet encashed their dividend warrants for the earlier years are requested to write to the Secretarial Department at the Registered / Corporate Office of the Company to claim the dividend. Details of unclaimed dividend as on **September 24, 2016** (date of last Annual General Meeting) are available in the investors section of the website of the Company i.e. www.vipulgroup.in.

Member may note that during the financial year 2017-18, the Company will be required to transfer to the Investor Education and Protection Fund, dividend declared in the Annual General Meeting of the Company held on **September 30, 2010** and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, MAS Services Limited to provide efficient and better services.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MAS Services Limited (Registrar and Transfer Agents) for assistance in this regard.

8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

Further the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ('Act'), the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will also be available for inspection at the meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days before the commencement of the meeting.

9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Members are requested to :

- Bring their copy of annual report and attendance slip at the venue of the meeting.
- Quote their Folio/DP & Client ID No. and Email address in all correspondence with the Company/ Registrar and Transfer Agent.
- Note that members present in person or through registered proxy shall only be entertained.
- Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Registrar and Transfer Agents/ Depository Participant.

11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s MAS Services Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. All the documents referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Member at the Corporate Office of the Company i.e. Vipul TechSquare, Golf Course Road, Sector-43, Gurugram-122009 between 11.00 a.m. to 1.00 p.m. on all working days from the date hereof up to the date of the Annual General Meeting.

13. In support of the "Green Initiative" announced by the Government of India vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively and as well as Regulation 36 of SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 101 and Section 136 of the Act, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report & this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form will be sent to them in the permitted mode.



The Company hereby requests the Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the MAS Services Ltd, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Member holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/R&T.
15. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.
16. Brief resume of Director proposed to be reappointed as stipulated under Regulations 36 (3) of SEBI (LODR) Regulations, 2015 is provided in this Annual Report.
17. Members may also note that the Notice of 26th Annual General Meeting and Annual Report for the financial year 2016-2017 is also available on the website of the Company i.e. www.vipulgroup.in and on the website of NSDL viz., www.evoting.nsdl.com. M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. 14190, COP No. 5500), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

18. **PROCEDURE FOR REMOTE E-VOTING**

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to the members to exercise their votes electronically (Remote E-voting) through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility of voting through ballot papers will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Papers. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.

INSTRUCTION:

A. In case members receiving e-mail:

In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open e-mail and open the PDF file 'Vipul e-voting.pdf' attached to the e-mail using your Client ID/Folio No. as password. The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser by typing the following URL:<https://www.evoting.nsdl.com>.
- (iii) Click on Shareholder – Login.
- (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

- (vi) Home page of e-voting opens. Click on e-Voting – Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of Vipul Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote
- (xii) 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. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at avafirm@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of members receiving the physical copy:

In case a member receives physical copy of the Notice of AGM [for members whose e-mails Ids are not registered with the Company/ Depository Participant(s)]:

- (i) EVEN, User ID and Initial Password/PIN are provided at the top of the Attendance Slip for the AGM.
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) Mentioned above, to cast vote.

C. General Instructions:

- (i) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual' for Shareholders available at the download section of NSDL's e-voting website www.evoting.nsdl.com or call on toll free No. 1800-222-990. In case of any grievance(s) in connection with voting by electronic means, you may send an e-mail to the Company Secretary at secretarial@vipulgroup.in or to Mr. Shrawan Mangla, General Manager at info@masserv.com.
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- (iii) The remote e-voting period commences on **Monday, September 18, 2017, 9.00 am and ends on Thursday, September 21, 2017, 5.00 pm**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 15, 2017, may cast their vote electronically through remote e-voting. A person who is not a Members as on the cut-off date should treat this notice for information purposes only.
- (iv) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the remote e-voting period, the facility shall forthwith be blocked.



- (v) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Friday, September 15, 2017**, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- (vi) Members of the Company who acquires shares after the dispatch of the Notice and hold shares as on the cut-off date i.e. **Friday, September 15, 2017**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or secretarial@vipulgroup.in. However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/ Password' option available on www.evoting.nsdl.com or contact NSDL at the following toll free No. 1800-222-990.
- (vii) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.vipulgroup.in and the website of NSDL: <https://www.evoting.nsdl.com> immediately after the result is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed. The results shall also be displayed at the notice board of Corporate Office i.e. Vipul TechSquare, Golf Course Road, Sector-43, Gurugram-122009 / Registered Office of the Company.
- (viii) The route map of the venue for the Annual General Meeting is given on the last page of this Annual Report. The prominent landmark for the venue is "Sirifort Auditorium, Asiad Village Complex, August Kranti Marg, Khel Gaon Marg, Siri Fort Road, Delhi - 110049.
- (ix) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. **September 22, 2017**.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2, 3 & 4

ITEM NO. 2

The Final Dividend of Rs. 0.04/- per equity share of Rs. 1/- each has been recommended by the Board of Directors for the Financial Year 2016-17 and subject to the approval of the members at the 26th Annual General Meeting, shall be paid to those members whose name appear on the Register of Members of the Company on September 22, 2017 (if shares are held in physical form). In respect of shares held in electronic form, the Dividend shall be paid to the beneficial owners of the shares as on closing hours of business on Friday, September 15, 2017 as per details furnished by National Securities Depository LTD. (NSDL) and Central Depository Services (India) Ltd. (CDSL), "the Depositories" for this purpose.

The payments will be made on or after September 27, 2017 to those members whose name appears on the company's register of members as on the close of business hours on September 22, 2017 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 15, 2017."

The Board of Directors has declared an Interim Dividend Rs. 0.01 per equity share (Paise One) on each fully paid 119,984,480 no. of equity shares of Rs. 1 (Rupees One) each of the Company amounting to Rs. 1,199,844.80/-, for the financial year ending March 31, 2017. The dividend was paid to those members of the Company whose names appeared on the Register of Members of the Company as on Thursday, November 24, 2016. The above payment of Interim Dividend be confirmed as Final Dividend for the financial year ending March 31, 2017.

None of Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the Resolution as set out at item no. 2 of the Notice except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth in item no. 2 of the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO. 3

Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

Name of the Director	Mr. Punit Beriwala
DIN	00231682
Date of Birth	December 1, 1964
Date of appointment on the Board	October 30, 2002
Qualification	B.Com
Experience & Brief profile and nature of their expertise in specific functional areas	Mr. Punit Beriwala has over 29 years of rich experience out of which over 14 years in real estate industry. His innovation and forethought in the construction of the premium buildings in India are reflective of his farsightedness.
Directorship held in other companies	<ul style="list-style-type: none">- Innovative Emergency Management India Private Limited- Millennium Plaza Limited- Vipul SEZ Developers Private Limited- S.B. Developers Limited- Aman Resorts Private Limited- Bhatinda Hotels Limited- S.U. Finance Limited- Mudra Finance Limited



Directorship held in other companies	<ul style="list-style-type: none">- Choice Real Estate Developers Private Limited- High Class Projects Limited- Vipul Modern Buildcon Private Limited- Ngenox Technologies Private Limited.- Sarvmanglam Builders & Developers Private Limited.- Vipul Vocational Institutes Private Limited
Membership / Chairman ship of committees across all other public companies	NIL
Relationship with other Directors/Manager/ Key Managerial Personnel	NIL
Shareholding in the Company (Promoter Group)	32.91%
No. of Board Meeting attended during the Calendar Year 2017	06 (Six)
No. of Board Meeting attended during the Financial Year 2016-17	05 (Five)

As per regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Punit Beriwal is neither a Chairman nor a Member of Audit Committee/ Stakeholders Relationship & Share Transfer Committee.

Mr. Punit Beriwal along with his relatives holds 76050109 equity shares of Rs. 1/- each in the Company as on date of the notice of AGM and is interested in passing of this resolution to the extent of his directorship and said shareholding, respectively.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution except to the extent of their respective shareholding in the Company, if any, as set out at item no. 3 of the Notice.

The Board recommends the resolution set forth in item no. 3 of the Notice for the approval of the members as an Ordinary Resolution.

ITEM NO. 4

M/s L.B. JHA & Co., Chartered Accountants (Firm Registration No. 301088E) were first appointed as statutory auditors at the 11th Annual General Meeting ('AGM') held on Monday, March 31, 2003. In terms of their appointment made at the 23rd AGM held on September 24, 2014, they are holding office of the auditors up to the conclusion of the 26th AGM and hence, would retire at the conclusion of the ensuing AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years. Accordingly, as per the said requirements of the Act, M/s JSUS & Associates, Chartered Accountants are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of ensuing AGM till the conclusion of the 31st AGM to be held in the year 2022, subject to ratification by members every year, as may be applicable.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s JSUS & Associates, Chartered Accountants, as Statutory Auditors in place of the retiring Auditor M/s L.B. JHA & Co.

M/s JSUS & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the Resolution as set out at item no. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4 of the Notice for approval of the Members as an Ordinary Resolution.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ('Act'), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

Item No. 5

The Board, on the recommendations of the Audit Committee, at their meeting held on August 21, 2017, has approved the appointment of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2017-18.



Vipul Limited

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financial or otherwise, in the resolution set out at item no 5 of the notice.

The Board recommends the resolution set forth in item no. 5 of the Notice for the approval of the members as an Ordinary Resolution.

Registered Office:

Regus Rectangle, Level 4, Rectangle 1, D4
Commercial Complex, Saket, New Delhi-110017
CIN: L65923DL2002PLC167607
Website: www.vipulgroup.in
E-mail: secretarial@vipulgroup.in
Tel: 91 1244065500 Fax: 91 1244061000
Place: Gurugram
Date: August 21, 2017

By order of the Board
For **Vipul Limited**

sd/-
Punit Beriwal
Managing Director
DIN: 00231682



VIPUL LIMITED

Form No. MGT-11
CIN: L65923DL2002PLC167607

Regd Off: Regus Rectangle, Level 4, Rectangle 1, D4, Commercial Complex, Saket, New Delhi-110017
Tel:- 91-124-4065500, Fax: 91-124-4061000, Email: info@vipulgroup.in, Website: www.vipulgroup.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered Address:

Email Id: Folio No. / Client ID:

I/We, being the member(s) holding Shares of the above named Company, hereby appoint:

1. Name: Address.....

Email ID:

Signature.....

or failing him/her

2. Name: Address.....

Email ID:

Signature.....

or failing him/her

3. Name: Address.....

Email ID:

Signature.....

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday, September 22, 2017 at 11:00 A.M. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the: (a) Audited Financial Statements, Reports of Board of directors and Auditors thereon for the financial year ended March 31, 2017; and (b) Audited Consolidated Financial Statements and the report of the Auditors' thereon for the financial year ended March 31, 2017			
2.	To declare a dividend on equity shares for the Financial Year ended March 31, 2017			
3.	To appoint a Director in place of Mr. Punit Beriwal (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment			
4.	To appoint Statutory Auditors of the Company and to fix their remuneration			
Special Business				
5.	Ratification of remuneration payable to Cost Auditors for the Financial Year ending March 31, 2018			

Signed this Day of 2017

Signature of proxy Holders(s)

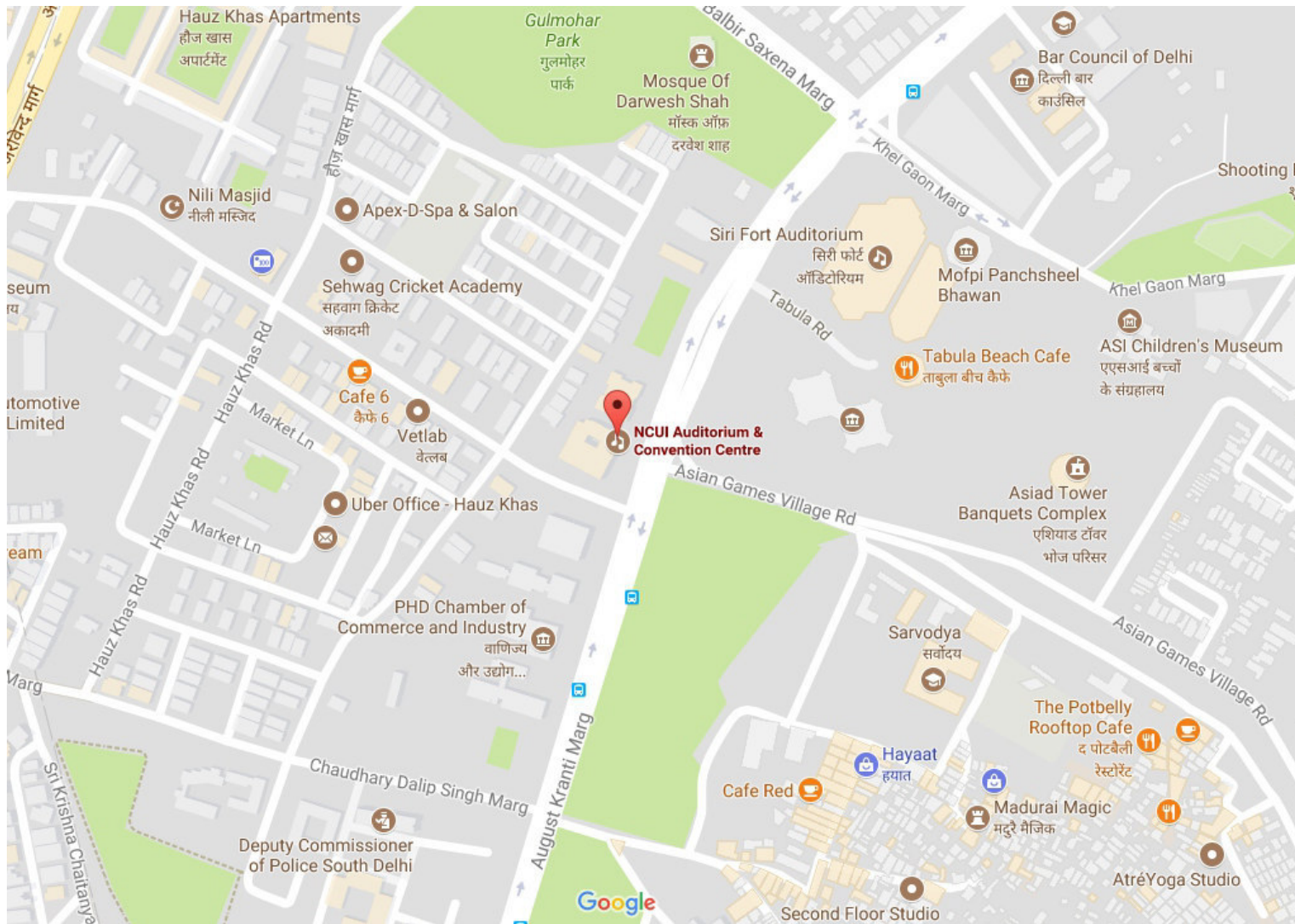
Signature of Shareholder/Member

Affix revenue stamp of not less than Rs. 1.00

Notes:

- This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.
- It is optional to indicate your reference, if you leave the for, against column or abstain column blank against or abstain column blank against any or all resolutions, your proxy will be entitled in the manner as he/she may deem appropriate.

Route map to the venue of the 26th Annual General Meeting (AGM) of Vipul Limited



📍 **NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi-110016**