

## NOTICE

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the members of the Company will be held on Saturday, September 29, 2018 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, 2018, including the Standalone Audited Balance Sheet as at March 31, 2018 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, 2018, 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, 2018, including the Consolidated Audited Balance Sheet as at March 31, 2018 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, 2018, the statement of profit & loss, the cash flow statement for the year ended on that 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, 2018 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Board of Directors, dividend at the rate of 5% i.e. Rs. 0.05/- per equity share of Rs. 1/- each, 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 29, 2018 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 22, 2018.”
3. To appoint a Director in place of Mr. Punit Beriwalla (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 Beriwalla (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.”

**SPECIAL BUSINESS:****4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2019**

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, 2019, 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."

**5. ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT**

To consider and if thought fit, to pass the following resolution as an **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 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 of the Company (hereinafter referred to as the "Board" which term shall be deemed to include existing Debenture Committee or any other Committee of the Board) to constitute, offer, issue and allot secured/unsecured Non-Convertible Debentures up to Rs. 750 Crore (Rupees Seven Hundred Fifty Crore only), on private placement basis, in one or more tranches/series (hereinafter referred to as the "NCDs"), during a period of one year from the date of passing of this resolution, to the eligible investors, subject to credit rating, if required, and other applicable requirements, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine issue price, tenor, interest rate, premium /discount, number of NCDs to be issued / offered in each tranche and the class of investors, listings and other terms & conditions of the NCD's, as may be deemed necessary or expedient in the best interest of the Company, without requiring any further recourse to and/or approval of the Members, to appoint Debenture Trustee(s), RTA and other intermediaries and to settle any question or difficulties and to do all acts, deeds and things (including signing & executing any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required) in connection therewith and incidental thereto 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 14, 2018

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 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 requirements to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment
4. The Register of Members and Transfer Books of the Company will be closed from **Sunday, September 23, 2018 to Saturday, September 29, 2018**, both days inclusive, for annual closing and determining the entitlement of the shareholders to the Dividend for the financial year 2017-18.
5. 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.
6. 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 22, 2017** (date of last Annual General Meeting) are available in the investors section of the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in).

Member may note that during the financial year 2018-19, 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 27, 2011** and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend.

7. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, complied with the requisitions, during the financial year 2017-18, which were required to transfer to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares which were required to transfer to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [www.vipulgroup.in/assets/investor-pdf/unpaid-unclaimed-amounts/List-Shareholders-for-Unclaimed-IEPF-Shares-AC.pdf](http://www.vipulgroup.in/assets/investor-pdf/unpaid-unclaimed-amounts/List-Shareholders-for-Unclaimed-IEPF-Shares-AC.pdf). The Company has received the request from the respective shareholders of the Company claiming the dividend which was pending for the last seven consecutive years.

8. 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.
9. 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. Further, Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. MAS Services Limited (Registrar and Transfer Agents), for consolidation into a single folio.

Further, Securities and Exchange Board of India in its meeting held on March 28, 2018, decided to make amendment in Regulation 40 of SEBI (LODR) Regulations, 2015 for mandating transfer of securities only in demat form. SEBI has amended the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 as SEBI (Listing Obligations & Disclosures Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018, revised the provisions relating to transfer of listed securities and decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. The measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialise shares held by them in physical form. Above mentioned amendment shall come into force on the one hundred and eightieth day from the date of its notification in the official date i.e. June 08, 2018.

10. Members holding shares in physical mode:
  - (a) are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company / M/s. MAS Services Limited (Registrar and Transfer Agents), if not registered with the Company as mandated by SEBI.
  - (b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://www.vipulgroup.in/assets/invester-pdf/notice-shareholders-stock-exchange/notice-for-shareholdersstock-exchange-nomination-form5b31e86bdf811.pdf>.
  - (c) are requested to register/update their email address with the Company / M/s. MAS Services Limited (Registrar and Transfer Agents) for receiving all communication from the Company electronically.
11. 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.

12. 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.

13. 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.
14. 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.
15. 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.
16. 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).
17. 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.
18. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.
19. 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.
20. Members may also note that the Notice of 27th Annual General Meeting and Annual Report for the financial year 2017-2018 is also available on the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in) and on the website of NSDL viz., [www.evoting.nsdl.com](http://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.



## 21. PROCEDURE FOR REMOTE E-VOTING

- (1) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as may be amended from time to time. The Company is pleased to offer e-voting facility to the members to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- (2) The facility for voting through ballot paper shall be made available at the AGM and the members or their proxy attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (3) The 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.
- (4) The remote e-voting period commences on **Tuesday, September 25, 2018, 9.00 am and ends on Friday, September 28, 2018, 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., **Saturday, September 22, 2018**, may cast their vote electronically through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
- (5) The process and manner for remote e-voting are as under:

### **Members are requested to refer the Notice of Annual General Meeting (AGM) and Attendance Slip**

- a. Initial Password is provided, as follows:
 

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
Provided in the Electronic Voting Particulars Portion of the Attendance Slip.		
  - b. Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/>
  - c. Click on Shareholder-Login.
  - d. Insert User ID and Initial Password as noted in step (a) above and click 'Login'.
  - e. Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
  - f. Home page of e-voting opens. Click on e-Voting – Active Voting Cycles.
  - g. Select 'EVEN' (E-voting Event Number) of Vipul Limited.
  - h. Now you are ready for 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 confirmed your vote on the resolution, you cannot 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. 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](mailto:avafirm@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (6) **General Instructions:**
- A. 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](http://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 Compliance Officer at [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in) or to Mr. Shrawan Mangla, General Manager at [info@masserv.com](mailto:info@masserv.com).

- B. 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.
- C. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Saturday, September 22, 2018**, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- D. Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- E. Any person, who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice and holding shares as on the cut- off date i.e. **Saturday, September 22, 2018**, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [secretarial@vipulgroup.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No. 1800-222-990.
- F. 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.
- G. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- H. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- I. 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](http://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.
- J. 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 29, 2018**.

### ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2 & 3

#### ITEM NO. 2

The Dividend of Rs. 0.05/- per equity share of Rs. 1/- each has been recommended by the Board of Directors for the Financial Year 2017-18 and subject to the approval of the members at the 27<sup>th</sup> Annual General Meeting, shall be paid to those members whose name appear on the Register of Members of the Company on September 29, 2018 (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 Saturday, September 22, 2018 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 October 04, 2018 to those members whose name appears on the company's register of members as on the close of business hours on September 29, 2018 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 22, 2018. 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 Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

Name of the Director	Mr. Punit Beriwal
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 Beriwal has over 30 years of rich experience out of which over 15 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"> <li>- Millennium Plaza Limited</li> <li>- Vipul SEZ Developers Private Limited</li> <li>- Innovative Emergency Management India Pvt. Ltd.</li> <li>- S.B. Developers Limited</li> <li>- Aman Resorts Private Limited</li> <li>- Bhatinda Hotels Limited</li> <li>- S.U. Finance Limited</li> <li>- Mudra Finance Limited</li> <li>- Choice Real Estate Developers Private Limited</li> <li>- High Class Projects Limited</li> <li>- Vipul Modern Buildcon Private Limited</li> <li>- Ngenox Technologies Private Limited.</li> <li>- Sarvmanglam Builders &amp; Developers Private Limited.</li> <li>- Vipul Vocational Institutes Private Limited</li> </ul>
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	05 (Five)
No. of Board Meeting attended during the Financial Year 2017-18	05 (Five)



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

Mr. Punit Beriwalla 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.

### **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. 4**

The Board, on the recommendations of the Audit Committee, at their meeting held on May 30, 2018 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 2018-19.

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. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2018-19

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.

#### **ITEM NO. 5**

The shareholders/members of the Company, by way of Postal Ballot dated February 17, 2017, had passed a special resolution for issuance of Non-Convertible Debentures ("NCDs"), in one or more tranches, on private placement upto an amount of Rs 500 Crores. The said resolution is valid and effective for 1 (one) year from March 25, 2017. The shareholders/members may note that the Company has made private placement of 1500 (Fifteen Hundred) Zero Coupon, Secured, Unlisted, Unrated, Redeemable, Non-Convertible Debenture of face value of Rs. 10,00,000 (Rupees Ten Lakh) each aggregating to Rs. 150,00,00,000/- (Rupees One Hundred & Fifty Crore only) pursuant to the said authorisation.

Pursuant to the provisions of Section 23, 42, 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to secured and/or unsecured redeemable Non-convertible Debentures (NCDs), on a private placement basis is required to obtain the prior approval of Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCD for a period of one year from the date of passing of special resolution. The Audit Committee/Board of Directors of the Company has also recommended the aforesaid issuance of NCDs.

The funds raised through this Issue of NCDs will be utilized to meet the capital requirements, general corporate purposes or business needs of the Company, after meeting the expenditures of and related to the Issue.

Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if a Company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 5 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a period of 1 (one) year from the date of passing this resolution.

Further, the issue amount of NCDs will be within the overall borrowing limits of the Company, as approved by the Members from time to time.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, except to the extent of their respective shareholding in the Company, concerned or interested, financially or otherwise, in the proposed special resolution.

The Board re-commends the Special Resolution as set out under Item no. 5 of the accompanying Notice, for approval by the Members of the Company.

**Registered Office:**

Regus Rectangle, Level 4, Rectangle 1, D4  
Commercial Complex, Saket, New Delhi-110017  
CIN: L65923DL2002PLC167607  
Website: [www.vipulgroup.in](http://www.vipulgroup.in)  
E-mail: [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in)  
Tel: 91 1244065500 Fax: 91 1244061000  
Place: Gurugram  
Date: August 14, 2018

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: secretarial@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 27th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 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		
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, 2018; and (b) Audited Consolidated Financial Statements and the report of the Auditors' thereon for the financial year ended March 31, 2018	For	Against	Abstain
2.	To declare a dividend on equity shares for the Financial Year ended March 31, 2018			
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			
Special Business				
4.	Ratification of remuneration payable to Cost Auditors for the Financial Year ending March 31, 2019			
5.	Issue of Non-Convertible Debentures on Private Placement Basis			

Signed this ..... Day of ..... 2018

Signature of proxy Holders(s)

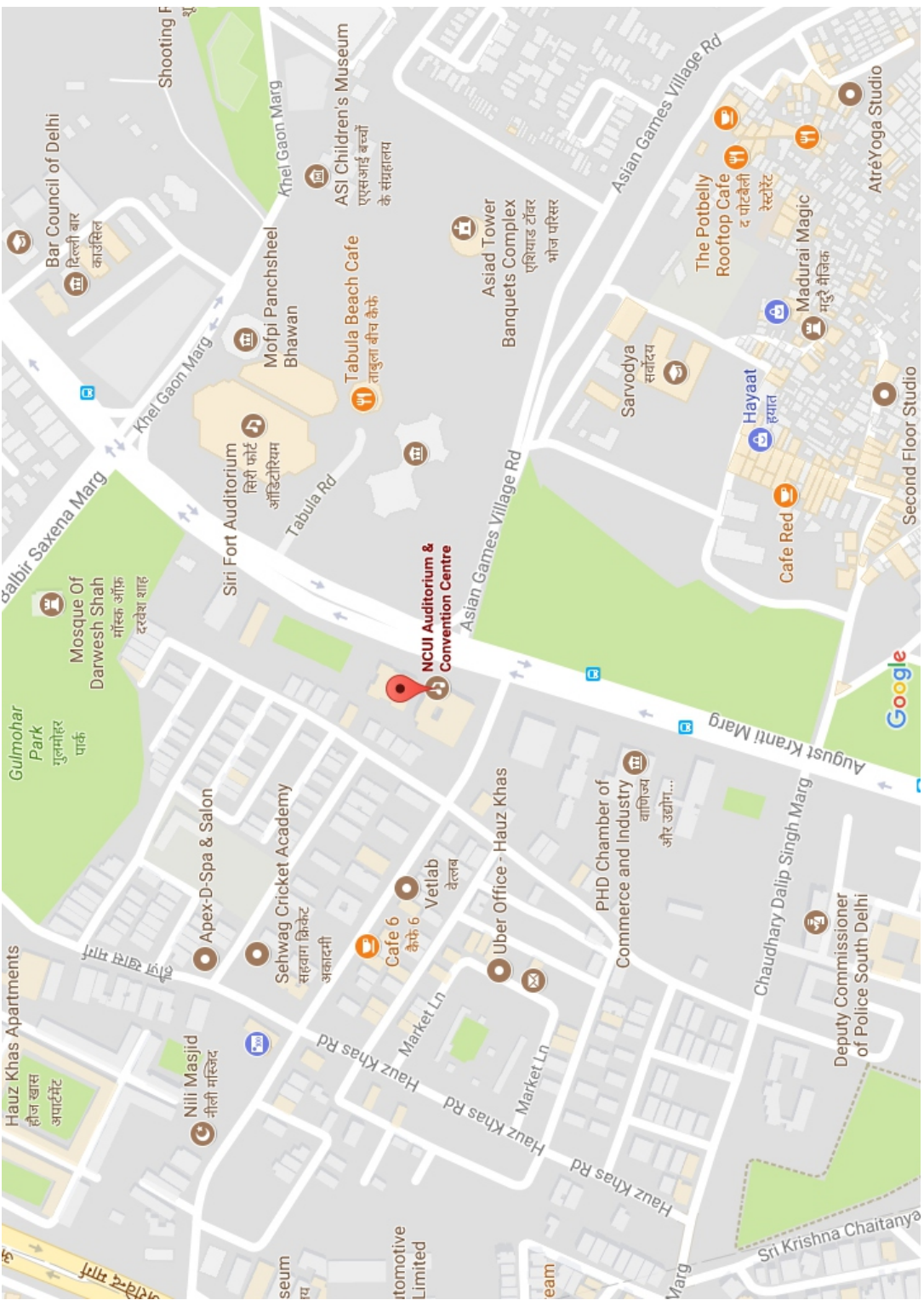
Signature of Shareholder/Member

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 27th Annual General Meeting (AGM) of Vipul Limited**



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