



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, September 21, 2019 at 11:00 A.M. at NCU 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, 2019, including the Standalone Audited Balance Sheet as at March 31, 2019 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, 2019, 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, 2019 including the Audited Consolidated Balance Sheet as at March 31, 2019 and the Consolidated Statement of Profit & Loss for the year ended on that date and the report of the 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, 2019, 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, 2019 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 21, 2019 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 14, 2019".

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".

SPECIAL BUSINESS:

4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020

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

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable

taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Vijender Sharma & Co., who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2019-20;

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

5. RE-APPOINTMENT OF MR. PUNIT BERIWALA (DIN: 00231682) AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and provisions of the Articles of Association of the Company; and subject to other approvals, if required, or any other approval, wherever required, under any other enactment or law for the time being in force, if any, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Punit Beriwal (DIN : 00231682) as Managing Director of the Company, for a period of three years with effect from April 1, 2020 up to March 31, 2023 on the terms and conditions including remuneration as recommended by Nomination and Remuneration Committee and as set out herein below and in the Explanatory Statement annexed herewith, with the liberty and authority to the Board but after prior approval of Nomination and Remuneration Committee, to alter, verify, modify and revise the terms and conditions of the said appointment and/or the remuneration from time to time within the limits laid down in the subsisting provisions of the Act.

Term of Re-appointment: 3 years to be effective from April 1, 2020

A. Salary & allowances: Rs. 12,50,000/- per month, with annual increment of 15%.

B. Perquisites:

In addition to salary and allowances, the Managing Director shall be entitled to perquisites up to 10% of the basic salary in terms and accordance with the rules of the Company, as applicable and in force from time to time.

C. Other Terms and Conditions:

(i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent of either singly or put together are not taxable under the Income Tax Act, 1961.

(ii) Gratuity in accordance with the rules of the Company but not more than half a month's salary for each completed year of service.

(iii) Encashment of Leave as per the rules of the Company shall not be considered for the valuation of perquisite(s).

(iv) Provision of the Company maintained car and driver's salary for the use of Company's business and telephone at residence/mobile as per the rules of the Company shall not be considered as perquisite(s).

(v) No sitting fees to be paid to him for attending Meeting of the Board of Directors or any of its committee.

(vi) Reimbursement of entertainment, traveling and all other actual expenses incurred for the purpose of the Company's business and the same shall not be considered as remuneration.

RESOLVED FURTHER THAT the aforesaid remuneration be deemed as payment of minimum remuneration comprising salary and perquisites to Mr. Punit Beriwal in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment.



RESOLVED FURTHER THAT the Board of Directors of the Company after getting prior recommendations of Nomination and Remuneration Committee and subject to the requisite approvals, as may be required, increase the remuneration payable to Mr. Punit Beriwalla as Managing Director of the Company, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds and things including entering into such agreement(s), deed(s) or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including to sub-delegate all or any of the powers herein conferred on it, in order to give effect this Resolution or as otherwise considered by the Board to be in the best interest of the Company”.

6. RE- APPOINTMENT OF MR. KAPIL DUTTA (DIN: 00964585) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. SEPTEMBER 24, 2019

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, Mr. Kapil Dutta (DIN: 00964585), aged 63 years and who holds office as an Independent Director and whose current period of office is expiring on September 23, 2019, being eligible, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, w.e.f. September 24, 2019 to September 23, 2024, not liable to retire by rotation”.

7. RE- APPOINTMENT OF MR. VIKRAM VASHESHAR KOCHHAR (DIN: 03098195) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. SEPTEMBER 24, 2019

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, Mr. Vikram Vasheshar Kochhar (DIN: 03098195), aged 69 years and who holds office as an Independent Director and whose current period of office is expiring on September 23, 2019, being eligible, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, w.e.f. September 24, 2019 to September 23, 2024 not liable to retire by rotation”.

8. CREATION OF MORTGAGE/CHARGE ON THE ASSETS OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members by postal ballot on July 24, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Members of the Company be

and is hereby accorded, to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and / or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Heads of Agreement(s), Debenture Trust Deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and / or trustee(s);

RESOLVED FURTHER THAT in connection with the aforesaid, Mr. Punit Beriwalla, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT notwithstanding the aforesaid supersession, all actions and decisions taken till date under the said Resolution shall be valid and in order."

Registered Office:

Unit No. 201, C-50,
Malviya Nagar, New Delhi-110017
CIN: L65923DL2002PLC167607

Website: www.vipulgroup.in
E-mail: secretarial@vipulgroup.in
Tel: 91 1244065500 Fax: 91 1244061000

Place: Gurugram

Date: August 12, 2019

By order of the Board

For **Vipul Limited**

sd/-

Sunil Kumar

Company Secretary

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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 and the relevant details of the Directors seeking re-appointment/ appointment as set out in Item Nos. 5 and 8 above as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are 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.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 Member.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM. Members/Proxies and authorised representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
4. 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 of Statutory Auditors, who were appointments in the Annual General Meeting held on September 22, 2017.
5. The Register of Members and the Transfer Books of the Company will remain closed from **Saturday, September 14, 2019 to Saturday, September 21, 2019**, both days inclusive, for annual closing and determining the entitlement of the shareholders to the Dividend for the financial year 2018-19. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after Thursday, September 26, 2019, as under:
 - i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by National Securities Depository Limited and Central Depository Services (India) Limited (both collectively referred to as 'Depositories') as of the close of business hours on Saturday, September 14, 2019;
 - ii) To all Members in respect of shares held in physical form after giving effect to transfers in respect of valid transfer requests lodged with the Company on or before the close of business hours on Saturday, September 21, 2019.
6. 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.
7. Members who have not yet en cashed 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 29, 2018** (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 2019-20, 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 **December 13, 2012** and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend.

8. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Company has, during the financial year 2018-19, were require 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 18, 2018. 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/invester-pdf/unpaid-unclaimed-amounts/List-Shareholders-for-Unclaimed-IEPF-Shares-AC.pdf. The Company has received the request from the shareholders of the Company for transfer of dividend for the last seven consecutive years.
9. 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.
10. 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 MAS Services Limited (Registrar and Transfer Agents), for consolidation into a single folio.

SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE circular no. NSE/CML/2018/26 dated July 09, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April 2019, except in case of transmission or transposition of securities. Accordingly, Members holding securities in physical form were separately communicated by M/s MAS Services Limited vide letter dated July 17, 2018, and reminders dated October 27, 2018 and November 11, 2018 at their registered address. In view of the above and to avail the benefits of dematerialisation, Members are requested to consider dematerialising shares held by them in physical form.

However, the transfer deed(s) lodged prior to the 1st April deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1st April 2019 with the office of M/s MAS Services Limited.

11. Members holding shares in physical mode:
 - (a) are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company/ 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 share holding 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/ MAS Services Limited (Registrar and Transfer Agents) for receiving all communication from the Company electronically.



12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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).
18. 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.
19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.

20. Brief resume of Directors proposed to be reappointed as stipulated under Regulations 36 (3) of SEBI (LODR) Regulations, 2015 is provided in this Annual Report.
21. Members may also note that the Notice of 28th Annual General Meeting and Annual Report for the financial year 2018-2019 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.

22. 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 17, 2019, 9.00 am and ends on Friday, September 20, 2019, 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 14, 2019**, 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.



- I. 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.

(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 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 or to Mr. Shrawan Mangla, General Manager at 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 14, 2019**, 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 14, 2019**, 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.
- 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 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 Resolutions shall be deemed to be passed on the date of the Meeting i.e. **September 21, 2019**.

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 2018-19 and subject to the approval of the members at the 28th Annual General Meeting, shall be paid to those members whose name appear on the Register of Members of the Company on Saturday, September 21, 2019 (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 14, 2019 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 26, 2019 to those members whose name appears on the company's register of members as on the close of business hours on Saturday, September 21, 2019 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on Saturday, September 14, 2019.

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 share holding 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, as mentioned in Item No. 5 of the Notice of Annual General Meeting of the Company.

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

Mr. Punit Beriwala along with his relatives holds 76108717 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, has approved at their meeting held on May 30, 2019, 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 2019-20.

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 2019-20.

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. 4 of the notice.

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

Item No. 5

Members may note that based on the recommendation received from the Nomination and Remuneration Committee, the Board in its meeting held on Thursday, May 30, 2019, has re-appointed Mr. Punit Beriwal as a Managing Director of the Company for a further period of three years commencing from April 1, 2020 up to March 31, 2023, subject to the approval of the Members of the Company and other approvals, if required.

The terms & conditions of appointment of Mr. Punit Beriwal as a Managing Director of the Company are as follows:

A. Salary & allowances: Rs. 12,50,000/- per month, with annual increment of 15%.

B. Perquisites:

In addition to salary and allowances, the Managing Director shall be entitled to perquisites up to 10% of the basic salary in terms and accordance with the rules of the Company, as applicable and in force from time to time.

C. Other Terms and Conditions:

- (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent of either singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity in accordance with the rules of the Company but not more than half a month's salary for each completed year of service.
- (iii) Encashment of Leave as per the rules of the Company shall not be considered for the valuation of perquisite(s).
- (iv) Provision of the Company maintained car and driver's salary for the use of Company's business and telephone at residence/mobile as per the rules of the Company shall not be considered as perquisite(s).
- (v) No sitting fees to be paid to him for attending Meeting of the Board of Directors or any of its committee.
- (vi) Reimbursement of entertainment, traveling and all other actual expenses incurred for the purpose of the Company's business and the same shall not be considered as remuneration.

The re-appointment so made shall be treated as fresh appointment of Mr. Punit Beriwal as Managing Director of the Company to be effective from April 1, 2020 up to March 31, 2023 on the terms of appointment as stipulated in the aforesaid resolution.

The Board of Directors unanimously re-commends the above Resolutions for approval of the Members.

The terms & conditions of appointment of Mr. Punit Beriwal as a Managing Director of the Company is open for inspection by the Member at the Registered Office of the Company at Unit No. 201, C-50, Malviya Nagar, New Delhi-110017 and at the Corporate Office of the Company i.e. Vipul Tech Square, Golf Course Road, Sector-43, Gurgaon-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 declaration of the results of ensuing Annual General Meeting of members of the Company.

Additional Information on Managing Director Recommended for Re-appointment

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 31 years of rich experience out of which over 16 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"> - 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. - Choice Real Estate Developers Private Limited - High Class Projects Limited - Vipul Modern Buildcon Private Limited - Ngenox Technologies Private Limited. - Sarvmanglam Builders & Developers Private Limited. - Aahamne Hospitality Private Limited (Formerly known as 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)	32.96%
No. of Board Meeting attended during the Calendar Year 2018	04 (Four)
No. of Board Meeting attended during the Financial Year 2018-19	04 (Four)

As per regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Punit Beriwala is neither a Chairman or a Member of Audit Committee/ Stakeholders Relationship & Share Transfer Committee.

The information required to be given as per Section II of Part II of Schedule V of the Companies Act, 2013 is detailed below:

(I) GENERAL INFORMATION:

(1)	Nature of Industry	Real Estate
(2)	Date of Commencement of commercial production (Business) :	10/10/1991
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :	Not Applicable



(4) Financial Performance based on the given indicators:

(Rs. in Lakhs)

Particular	F.Y. 2018-19	F.Y. 2017-18
Revenue from operations	21,566.97	26,916.34
Other Income	489.54	723.40
Total Income	22,056.51	27,639.74
Total Expenses	21,904.26	27,075.42
Profit / (Loss) before Tax	152.25	564.32
Less: Tax Expense:		
(i) Current Year	141.86	682.67
(ii) Deferred tax	(132.65)	(386.55)
Profit / (Loss) of the year	143.04	250.20
(5) Export performance and net foreign exchange collaborations		N.A.
(6) Foreign investments or collaborators, if any :		N.A.

INFORMATION ABOUT MR. PUNIT BERIWALA

(1) Background Details	Mr. Punit Beriwal is aged about 56 years. He holds B. Com degree from Kolkata University. He has over 31 years of rich experience out of which over 16 years in real estate industry. His innovation and forethought in the construction of the premium buildings in India are reflective of his farsightedness.				
(2) Past Remuneration	Period	Salary (Rs. in Lakh/p.a.)	Perquisites and Allowances (Rs. in Lakh/p.a.)	Others including (Rs. in Lakh/p.a.)	Total (Rs. in Lac/p.a.)
	As on 31st March 2019	135.60	-	-	135.60
	As on 31st March 2018	147.83	7.20	-	155.03
	As on 31st March 2017	160.07	14.40	-	174.47
(3) Recognition or Awards	Though, the Company has not received any Award or Recognition, the Company has shown manifold growth under the able leadership and guidance of Mr. Punit Beriwal. He has been a driving force for the Company.				
(4) Job Profile and Suitability	Mr. Punit Beriwal is extremely competent to discharge the functions and tasks associated with his position as Managing Director of the Company. He plays a crucial role in overseeing activities at the Company.				
(5) Proposed Remuneration	Full information towards the remuneration so proposed to be given to Mr. Punit Beriwal is mentioned in the text of proposed resolution at Item No. 5 of this Notice of Annual General Meeting.				
(6) Comparative Remuneration	The proposed remuneration to be given to Mr. Punit Beriwal commensurate with the size of the Company and nature of the Industry. The salary structure of the Managerial personnel has undergone major changes in the Industry in the recent past. Keeping in view the type of the Industry, size of the Company, the responsibilities and capabilities of Mr. Punit Beriwal, the proposed remuneration is competitive with the remuneration being paid by other Companies to such similar positions.				
(7) Relationship	Mr. Punit Beriwal along with his relatives holds 76108717 equity shares of Rs. 1/- each in the Company as on date of the notice of Annual General Meeting. Mr. Punit Beriwal : - is a Promoter Director of the Company - does not have any pecuniary relationship and - also not related to any managerial personnel of the Company, except mentioned above.				

(II) OTHER INFORMATION:

(1) Reason of loss or inadequate profits	While the signs of the global recession seem to be waning away, it's after effects continue to impact the industry as a whole. As a result of the same the revenue of the Company, has been impacted. Consequently, the profitability of the Company has also been affected.	
(2) Steps taken or proposed to be taken for improvement	The Company's management process involves taking continuous steps to improve performance through growth in revenue, managing cost and improving productivity. The Company is focusing on revenue enhancement and timely delivery of projects.	

(III) DISCLOSURES*:

(1)	Remuneration Package	As mentioned in foregoing Resolution
(2)	Details of fixed component and performance linked incentives along with the performance criteria	As mentioned in foregoing Resolution
(3)	Service contracts, notice period, severance fees	As mentioned in foregoing Resolution
(4)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	NIL

* The said disclosures will be mentioned in the Board' Report under the heading "Corporate Governance" in the Annual Report for the Financial Year 2019-20.

This explanatory statement together with the accompanying notice is and may be treated as an abstract of revision/variation in terms of appointment of Mr. Beriwala as Managing Director, and memorandum of concern or interest under Section 190 of the Companies Act, 2013.

Mr. Punit Beriwala has given his consent to act as Managing Director of the Company. Further as per the declarations received by the Company, Mr. Punit Beriwala is not disqualified under Section 164, 196 and Schedule V of the Companies Act, 2013 read with rules made thereunder. Mr. Punit Beriwala along with his relatives holds 76108717 equity shares of Rs. 1/- each in the Company as on date of the notice of postal ballot 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.

Item No. 6 to 7

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Kapil Dutta and Mr. Vikram Vasheshar as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

Pursuant to the provisions of Section 149 and 152 of the Act, all the re-appointed Directors are not liable to retire by rotation.

The Re-appointment of Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar as an Independent Director from September 24, 2019 requires the approval of members by way of a special resolution, pursuant to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(10) of the Companies Act, 2013.

The Board, based on their performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, long and rich experience, continued valuable guidance to the management, strong Board performance and contributions made by them during their tenure, the continued association of Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as a Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").



In opinion of the Board, Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar fulfils the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar are independent of the management.

Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of re-appointment of Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Additional Information on Independent Directors Recommended for Re-appointment

Brief profile of directors being re-appointed is annexed to this notice and forms an integral part of the Notice

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

As per regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikram Vasheshar Kochhar is a Chairman of Audit Committee of the Company.

Mr. Kapil Dutta and Mr. Vikram Vasheshar Kochhar are interested in the resolution(s) set out in the Notice with regard to their respective re-appointment. Relatives of them may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends the Special Resolution(s) as set out in the Notice for approval by the Members of the Company.

Item No. 8:

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal

Annual Report 2018-19

thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Company may monetize part of its assets which may attract provisions of Section 180(1)(a) of the Companies Act, 2013 read with Rules thereto.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

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.

Registered Office:

Unit No. 201, C-50,
Malviya Nagar, New Delhi-110017
CIN: L65923DL2002PLC167607

Website: www.vipulgroup.in
E-mail: secretarial@vipulgroup.in
Tel: 91 1244065500 Fax: 91 1244061000

Place: Gurugram

Date: August 12, 2019

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

sd/-
Sunil Kumar
Company Secretary
A38859



Brief profile of the Independent Directors to be re-appointed is given below:

Pursuant to Regulation 26(4) &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. Kapil Dutta**	Mr. Vikram Vasheshar Kochhar**
Category of Directorship	Non-Executive Independent Director	Non-Executive Independent Director
DIN	00964585	03098195
Date of Birth	July 25, 1956	April 01, 1950
Date of appointment on the Board	01.10.2006	15.05.2010
Qualification, Experience & Brief profile and nature of their expertise in specific functional areas	B.A (Hons) and expert and Strategic alliances, marketing and trade projects.	B.Sc and holds Certificate of all Indian Institute of Bankers (CAIIB)-PartI. He has a Rich Experience in the field of credit, treasury & other areas of Banking.
Directorship held in other companies	- United Leasing and Industries Limited - Ganga Glass Works Private Limited - Atha Wellness Private Limited	- Ushdev Engitech Limited
Membership / Chairmanship of committees across all other public companies	NIL	NIL
Relationship with other Directors /Manager/Key Managerial Personnel	NIL	NIL
Shareholding in the Company (Promoter Group)	NIL	NIL
No. of Board Meeting attended during the Calendar Year 2018	3 (Three)	4 (Four)
No. of Board Meeting attended during the Financial Year 2018-19	3 (Three)	4 (Four)

** None of the Non-Executive Independent Director hold any shares in the Company as on the date of adoption of this report.



VIPUL LIMITED

Form No. MGT-11
CIN: L65923DL2002PLC167607

Regd Off: Unit No. - 201, C-50, Malviya Nagar, 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:

E-mail Id: Folio No. / Client ID:

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

1. Name:.....Address.....

E-mail ID:

Signature:

or failing him/ her

2. Name:.....Address:.....

E-mail ID:

Signature:

or failing him/ her

3. Name:.....Address.....

E-mail ID:

Signature:

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Saturday, 21st September, 2019 at 11.00 A.M at NCU 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, 2019; and (b) Audited Consolidated Financial Statement and the report of the Auditors' thereon for the financial year ended March 31, 2019			
2.	To declare a dividend on equity shares for the Financial Year Ended March 31, 2019			
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, 2020			
5.	Re-appointment of Mr. Punit Beriwal (DIN: 00231682) as Managing Director of the Company			
6.	Re-appointment of Mr. Kapil Dutta Beriwal (DIN: 00964585) as Non-Executive Independent Director of the Company for a second term of Five consecutive years w.e.f September 24, 2019			
7.	Re-appointment of Mr. Vikram Vasheshar Kochhar (DIN: 03098195) as Non-Executive Independent Director of the Company for a second term of Five consecutive years w.e.f September 24, 2019			
8.	Authority to sale/create Mortgage/Charge on the assets of the Company			

Signed this day of 2019

.....
Signature of Proxy holder(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 preference, if you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

Route map to the venue of the 28th Annual General Meeting (AGM) of Vipul Limited



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