

MINUTES OF THE 1ST EXTRA-ORDINARY GENERAL MEETING ("EGM") (FY 2023-24) OF THE MEMBERS OF VIPUL LTD HELD ON FRIDAY, MARCH 29, 2024 AT 12:00 NOON THROUGH VIDEO CONFERENCING AND OTHER AUDIO VIDEO VISUAL MEANS ("VC/OAVM"), WITHOUT PHYSICAL PRESENCE OF MEMBERS AT THE EGM VENUE AND CONCLUDED AT 12:15 P.M. THE VENUE OF THE EGM WAS DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT UNIT NO. 201, C-50, MALVIYA NAGAR, NEW DELHI-110017.

Present through Video conferencing/Other Audio Visual Means:

Directors

- | | |
|-----------------------------|---|
| 1. Mr. Punjit Beriwal | - Managing Director, CEO & CFO
Chairperson of the Corporate Social
Member of Audit Committee, Stakeholders
Relationship & Share Transfer Committee and
Risk Management Committee of the Board of
the Company |
| 2. Mrs. Ameeta Verma Duggal | - Non-Executive Independent Director
Chairperson of the Corporate Social
Responsibility Committee, Stakeholders
Relationship & Share Transfer Committee, Risk
Management Committee, Nomination and
Remuneration Committee and Member of
Audit Committee, of the Board of the
Company |
| 3. Mr. Sanjay Sood | - Non-Executive Independent Director |

Invitees

- | | |
|----|---|
| 1. | - M/s. JSUS & Associates, Statutory Auditors |
| 2. | - M/s. AVA Associates,
Secretarial Auditors and Scrutinizer. |

In Attendance

- | | |
|----------------|---------------------|
| 1. Sunil Kumar | - Company Secretary |
|----------------|---------------------|

MEMBERS

41 Members were present through VC/OAVM.

No. of shareholders present at the meeting Either in person or through proxy	:-
Promoters and Promoter Group	:-
Public	:-
No. of shareholders who attended the meeting through VC/OVAM/	:41
Promoter and Promoter Group	: 05
Public	: 36

COMPANY SECRETARY

The Company Secretary informed that the following Directors, KMP's, CFO and Auditors were present in the meeting through video conferencing (VC) from their respective locations:

CHAIRMAN'S
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- Mr. Punit Beriwal (DIN: 00231682), Managing Director, CEO & CFO of the Company and Member of Audit Committee, Stakeholders Relationship & Share Transfer Committee and Risk Management Committee of the Board of the Company;
- Mrs. Ameeta Verma Duggal (DIN: 02532003), Non-Executive Independent Director of the Company and Chairperson of the Corporate Social Responsibility Committee, Stakeholders Relationship & Share Transfer Committee, Risk Management Committee, Nomination and Remuneration Committee and Member of Audit Committee, of the Board of the Company;
- Mr. Sanjay Sood (DIN: 01079999), Non-Executive Independent Director of the Company;
- Mr. Sunil Kumar, Company Secretary of the Company;
- M/s. JSUS & Associates, Statutory Auditors of the Company; and
- M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary [Membership No. A14190, COP No. 5500], representing Secretarial Auditors of the Company as well appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at Extra-Ordinary General Meeting in a fair and transparent manner.

The Company Secretary informed the Shareholders that in compliance of Section 108 of the Companies Act, 2013 (Act), read with Rules framed thereunder, Secretarial Standard -2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was provided to the Members the facility to exercise their vote at the EGM by remote e-voting from Monday, March 25, 2024 (9:00 a.m.) till Thursday, March 28, 2024 (05:00 p.m.).

Further, the facility for voting through electronic voting system was available during the EGM (insta poll) and only those Members, who was present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and were otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.

The Company Secretary also informed that all the documents referred to in the accompanying Notice and Explanatory Statements alongwith corrigendum thereto were available for inspection on the website of the Company till the date of this EGM.

The Company Secretary also informed the members that pursuant to provisions of Articles of Association of the Company, if Chairman of Board was not present in the EGM, the Board members present themselves should choose one of their Director to be Chairman of the meeting.

Mr. Punit Beriwal, Managing Director, CEO & CFO chaired the proceedings of the EGM in accordance with the Articles of Association of the Company. The Chairman introduced the Directors present at the EGM.

CHAIRMAN

Mr. Punit Beriwal was elected as the Chairman of the meeting. Thereafter, Mr. Punit Beriwal took the Chair and welcomed the members.

The Chairman before commencing the proceedings introduced all the dignitaries present on the dais and informed that Mr. Kapil Datta, Mr. Ajay Arjit Singh and Ms. Vishaka Beriwal, Directors of the Company could not attend at the meeting due to their preoccupation and have sent their best wishes for the shareholders of the Company.

The Chairman declared that the meeting has been duly constituted and the requisite quorum for the meeting being present and called the meeting to order.

The Chairman briefed the Shareholders of the item set out in the Notice dated March 05, 2024, 1st Corrigendum Notice dated March 20, 2024 and 2nd Corrigendum Notice dated March 22, 2024, calling the EGM.

CHAIRMAN'S SPEECH

The Chairman's Speech was read by Mr. Punit Beriwal, Chairman of the meeting.

The Chairman explained the members about objective and implications of the business item as mentioned in the Notice dated March 05, 2024 of Extra-Ordinary General Meeting read with 1st Corrigendum Notice dated March 20, 2024 and 2nd Corrigendum Notice dated March 22, 2024 and invited queries from the members on the agenda items.

He then offered an opportunity to the members to raise query, if any.

Thereafter, Chairman informed that Members would raise query, if any through the Chat Box facility provided by NSDL at the EGM. Further, the members who had registered themselves as speakers, were invited to express their views/ queries in the EGM.

The Chairman briefed the Shareholders about item set out in the Notice calling the 1st Extra-Ordinary General Meeting (FY 2023-24).

The Procedure of voting was explained to the members in detail. It was also informed to the members that the results of the voting, on the basis of the report of the Scrutinizer, shall be announced not later than two working days from the conclusion of the meeting. The same shall also be submitted with Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and shall also be posted on the website of National Securities Depository Limited (NSDL) and of the Company. The said results would also be displayed on the Corporate and Registered Office of the Company.

The Chairman thanked the members for their participation and requested Mr. Amitabh, the Scrutinizer to commence the voting through electronic system at the meeting (insta poll).

The Chairman announced that the combined results of e-voting and voting at the EGM will be announced/ displayed through the website of the Company (www.vipulgroup.com) and the website of NSDL (www.evoting.nsdl.co) within two working days from the conclusion of meeting on or before April 02, 2024 and the results shall also be intimated to BSE Ltd and National Stock Exchange of India Ltd. It shall also be displayed on the notice board at the Registered Office and Corporate Office of the Company.

The Chairman thanked all the members for their participation in the meeting. The meeting concluded at 12:15 P.M. The E-voting facility was kept open for next 15 minutes to enable the Shareholders to cast their vote.

Results of remote e-voting and voting through electronic system at the meeting (insta poll) on the ordinary and special business at the 1st Extra-Ordinary General Meeting (FY 2023-24) of the Company held on Friday, March 29, 2024

The Scrutinizer, M/s. AVA Associates through its Partner Mr. Amitabh, submitted their Report dated March 29, 2024, containing the combined results of remote e-voting during 9:00 A.M. (IST) on Monday, March 25, 2024 and till 5:00 P.M. (IST) on Thursday, March 28, 2024 and voting at the Extra-Ordinary General Meeting held on Friday, March 29, 2024.

On the basis of the Scrutinizer's Report of remote e-voting and through electronic system at the meeting (insta poll) at the 1st Extra-Ordinary General Meeting held on Friday, March 29,

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2024, the summary of which is mentioned hereunder, the Company announced the results of voting on March 29, 2024 that the special resolution for the Special Business set out in item no. 1 in the Notice of the 1st Extra-Ordinary General Meeting (FY 2023-24) of the Company have been duly passed by the overwhelming majority. The summary of the Scrutinizer's Report is as under:

CONSOLIDATED RESULTS							
1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS							
Particulars	Remote E Voting		Voting at the EGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	76	85900334	0	0	76	85900334	99.9239
Dissent	13	65447	0	0	13	65447	0.0761
Abstain	0	0	0	0	0	0	0.0000
Total	89	85965781	0	0	89	85965781	100.0000

Based on the aforesaid rules, I report that the Special Resolution as contained in item No. 1 of the Notice dated March 05, 2024 has been passed with the requisite majority.

On the basis of the above Scrutinizer's Report dated March 29, 2024, Mr. Sunil Kumar, Company Secretary & Compliance Officer of the Company announced the results of EGM on March 29, 2024 through the website of the Company, National Securities Depository Limited (NSDL), BSE Limited and National Stock Exchange of India Limited, that the special resolution for the Special Business as set out at item no. 1 of the Notice of the 1st Extra-Ordinary General Meeting (FY 2023-24) of the Company, had been duly passed by a requisite majority:

The resolutions elaborated hereinabove contained the following:

Special Business:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.

The following resolution was passed as a **Special Resolution**:

***RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with all applicable Rules and laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), provisions of Chapter V and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time ("SEBI ICDR Regulations"), the applicable Rules, Notifications, Guidelines, Policies, Procedures issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Stock Exchanges where the shares of the Company are listed and other competent authorities and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory or other appropriate authorities (including but not limited to the SEBI, the Stock Exchanges where the shares of the Company are listed, RBI, the Government of India, etc.), if any, and further subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and all such other approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the members of the Company be

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and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot, in one or more tranches, to the Non-Promoter as mentioned below (hereinafter referred to as the "Proposed Allottee on preferential basis upto 2,10,00,000 (Two Crore Ten Lakhs) equity shares of face value of Rs. 1/- each at a price of Rs. 23.70/- each [Rupees Twenty Three Decimal Seventy Only] (including premium of Rs. 22.70/- each [Rupees Twenty Two Decimal Seventy Only]) or at a price being not lower than the minimum price determined in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations as amended, whichever is higher and the details of the securities to be issued are as follows:

S. No.	Name of Applicant (Proposed Allottee) - Non-Promoter (A)	Maximum No. of equity shares proposed to be allotted upto
1.	AARSON INVESTMENTS	316455
2.	ABHAY DHANRAJ MUSALE	84389
3.	ABSOLUTE RETURNS SCHEME	738396
4.	ADITYA MITTAL	89000
5.	ANJALI SANGTANI	63291
6.	ANKUR MITTAL	189000
7.	ASHISH JAIN	100000
8.	ASHISH R BAGADIA	84389
9.	AYUSH MODI	100000
10.	CHIRAG BHARAT SHETH	84389
11.	DEVENDER MOR	50000
12.	DIVYA AGGARWAL	94937
13.	DIVYASHRI RAVICHANDRAN	105485
14.	FIVE STAR INVESTMENTS	168776
15.	HARESH SOMALAL VYAS	84389
16.	INSPYRE CAPITAL	189000
17.	JAI PRAKASH GOYAL	150000
18.	KAMAL AHUJA	50000
19.	KIRAN MANCHANDA	30000
20.	KOMAL BANSAL	39000
21.	KRISHIVA FINANCIALS	800000
22.	KUNAL KAILASH PAREKH	168777
23.	LONGVIEW RESEARCH AND ADVISORY SERVICES PVT LTD	300000
24.	MANAS CHADHA	650000
25.	MANOJ KUMAR TOTLA	50000
26.	MEGHA AGARWAL	50000
27.	MOHEET VINODKUMAR AGARWAL	421940
28.	MOHIT KUMAR MITTAL HUF	189000
29.	MOHIT RATERIA	50000
30.	MONETIC WORLD LLP	90000
31.	MORDE FOODS PVT LTD	843881
32.	MUGDHA BIYANI	50000
33.	MUKESH GARG	30000
34.	MUSKAN GUPTA	30000
35.	NARENDRA KUMAR DAGA	150000
36.	NAV CAPITAL VCC	2637131
37.	NAVIN MAHAVIRPRASAD DALMIA	168777
38.	NEXTA ENTERPRISES LLP	1687763
39.	NIKHIL TYAGI	63291
40.	NISHANT KHANNA	30000
41.	PITAM GOEL	84389
42.	PRADEEP MODI HUF	100000
43.	FRANAYA B GANDHI	84389


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44.	PRAVEEN GUPTA	200000
45.	PUNEET JAIN	31000
46.	PUNEET TANDON	31645
47.	Rajasthan Global Securities Private Limited	3000000
48.	RAVI VASUDEO GOENKA	316455
49.	RIDHANSHA	40000
50.	ROOPAK MITTAL	30000
51.	RUCHI AGARWAL	30000
52.	SAMEER PAHLAJANI HUF	168776
53.	SANDEEP JAIN	800000
54.	SANDEEP VERMA	100000
55.	SANGEETA VENKATRAMAN	168777
56.	SANJAY JAIN	30000
57.	SANJEEV KUMAR SINGH	42194
58.	SANYAM JAIN	30000
59.	SARVESH SHUBHKARAN SANGHI HUF	63291
60.	SATYAM AGARWAL	200000
61.	SHRIGOPAL KANDOI	30000
62.	SONALI DILIP SANKLECHA	210970
63.	SONIKA CHAUGHAN	25000
64.	SULABH BILOTIA	50000
65.	SUMIT GUPTA	30000
66.	SYGNIGIC CORPORATE SOLUTIONS PVT LTD	30000
67.	TEN EIGHTY INVESTMENTS	168776
68.	VARUN BANSAL HUF	89000
69.	VARUN PRANAM MALOO	84389
70.	VENKATRAM MANDALPU	63291
71.	VINEET ARORA	126582
72.	VINEY EQUITY MARKET LLP	650000
73.	VIPIN AGGARWAL	150000
74.	VIRAL PRAVIN PAREKH	84389
75.	VIVEK KUMAR BHAUKA	168776
76.	WOW INVESTMENTS	316455
	Total	2,10,00,000

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari passu in all respects with the existing equity shares of the Company including Dividend.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares or any other securities in whatever proportion or any corporate action prior to the exercise of the rights attached to the equity shares, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus/rights issues or any corporate action and that the exercise price of the equity shares to be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Relevant Date, as stipulated in the Regulation 161 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the Issue Price of equity shares shall be thirty (30) days prior to the date of this meeting where the proposed preferential Issue is being considered for approval of the members of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

RESOLVED FURTHER THAT the equity shares to be allotted on preferential basis shall be locked in for such period as prescribed in Regulation 367 of Chapter V of SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/the Stock Exchanges where the equity shares of the Company are listed and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized for appointment, change, termination of any intermediaries and/or agencies for this preferential issue and/or vary, alter or modify any of the terms and conditions of any intermediaries and/or agencies so appointed.

RESOLVED FURTHER THAT the equity shares to be allotted, be listed on the stock exchanges where the shares of the Company are listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting equity shares of the Company the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the Company or any advisor, as it may consider appropriate in order to give effect to this Resolution."

Place: New Delhi

Date of entry : 12-04-24

Signed on: 12-04-24

Amal
(CHAIRMAN)