



## **NOTICE**

NOTICE is hereby given that the 29th Annual General Meeting of Vipul Limited will be held on Friday, September 25, 2020 at 11:00 A.M. through video conferencing (VC)/ other audio-visual means (OAVM) 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, 2020, including the Standalone Audited Balance Sheet as at March 31, 2020 and the Standalone Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors' there on; 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, 2020, 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 as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted."

- (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 including the Audited Consolidated Balance Sheet as at March 31, 2020 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, 2020, the statement of profit & loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon as circulated to the members with the notice of the annual general meeting and submitted to this meeting be and are hereby received, considered and adopted."

2. 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:**

#### **3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEARENDING MARCH 31, 2021**

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

**"RESOLVED THAT** pursuant to the provisions of applicable laws, M/s. Vijender Sharma & Co., the Cost Auditor appointed by the Board of Directors of the Company to audit the cost records maintained by the Company for the financial year ending 31st March, 2021, be paid a remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out-of pocket expenses.

**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".

**4. RE- APPOINTMENT OF MRS. AMEETA VERMA DUGGAL (DIN: 02532003) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F. SEPTEMBER 26, 2020**

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, Mrs. Ameeta Verma Duggal (DIN: 02532003), aged 52 years and who holds office as an Independent Director and whose current period of office is expiring on September 25, 2020, being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years, w.e.f. September 26, 2020 to September 25, 2025, not liable to retire by rotation".

**5. APPOINTMENT OF MS. VISHAKA BERIWALA (DIN: 07323616) AS A DIRECTOR**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Vishaka Beriwal (DIN: 07323616), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable, to retire by rotation;

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

**Registered Office:**

Unit No. 201, C-50,  
Malviya Nagar, 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 20, 2020

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

**sd/-**  
**Sunil Kumar**  
Company Secretary  
A38859



## 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. 4 and 5 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 is also annexed hereto.**

2. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 issued by the Securities and Exchange Board of India (collectively referred to as 'the Circulars') permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e. Unit No. 201, C-50, Malviya Nagar, New Delhi-110017.

3. The VC/OAVM facility for members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 30 minutes after start of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this notice.

Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the aforesaid Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

4. Corporate members whose authorized representatives are intending to attend the meeting are requested to send to the company at [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in), a certified copy of the board resolution authorizing such representative to attend the AGM through VC/OAVM, and cast their votes through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [avafirm@gmail.com](mailto:avafirm@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.

7. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.vipulgroup.in](http://www.vipulgroup.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's Registrar and Transfer Agent, MAS Services Limited, i.e. [www.masserv.com](http://www.masserv.com).

8. 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

# Annual Report 2019-20

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of appointment of Statutory Auditors, who were appointment in the Annual General Meeting, held on September 22, 2017.

9. The Register of Members and the Transfer Books of the Company will remain closed from **Friday, September 18, 2020 to Friday, September 25, 2020**, both days inclusive, for annual closing.
10. 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.
11. 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 21, 2019** (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 2020-21, 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 28, 2013** and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend.

12. 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 2019-20, 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. January 20, 2020. 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 shareholders of the Company for transfer of dividend for the last seven consecutive years.
13. 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.
14. 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. 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. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form.



15. 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 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/ MAS Services Limited (Registrar and Transfer Agents) for receiving all communication from the Company electronically.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in).
- Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 18, 2020 through email on [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in). The same will be replied by the Company suitably.
17. In case of joint holders attending the meeting through VC/OAVM, 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.
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. Brief resume of Directors proposed to be appointed / 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 29th Annual General Meeting and Annual Report for the financial year 2019-2020 is also available on the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in) and on the website of CDSL viz., [www.evotingindia.com](http://www.evotingindia.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. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 29th AGM is being sent only through electronic mode, to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

<b>Physical Holding</b>	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN( Self attested scanned copy of PAN Card), AADHAR ( Self attested scanned copy of Aadhar Card) for registering email address.
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

22. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

### 23. PROCEDURE FOR REMOTE E-VOTING

- (1) In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereunder, the company is pleased to provide remote e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 29th Annual General Meeting (AGM) to be held on Friday, 25th September 2020 at 11.00 A.M. The company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its members.
- (2) The remote e-voting period commences on **Monday, September 21, 2020, 9.00 am and ends on Thursday, September 24, 2020, 5.00 pm**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 18, 2020, may cast their vote electronically through remote e-voting. The remote e-voting module shall be disabled by CDSL 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.
- (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 facility for voting through electronic voting system shall be made available during the AGM and only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (5) The process and manner for remote e-voting are as under:

#### **INSTRUCTION FOR REMOTE EVOTING , EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.





- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence/PAN number which is mentioned in email..</li></ul>
<b>Dividend Bank Details</b> <b>OR</b> <b>Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Vipul Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES :**

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to [info@masserv.com](mailto:info@masserv.com)
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to [info@masserv.com](mailto:info@masserv.com)

**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your USERID as informed in e-email..

In the "last name" field - Enter your Name

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:. System requirement:**

1. System requirement:
  - Windows 7, 8 or 10
  - I3
  - Microphone, speaker
  - Internet speed minimum 700 kbps
  - Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

- Please download webex application from play store

**NOTE:** IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

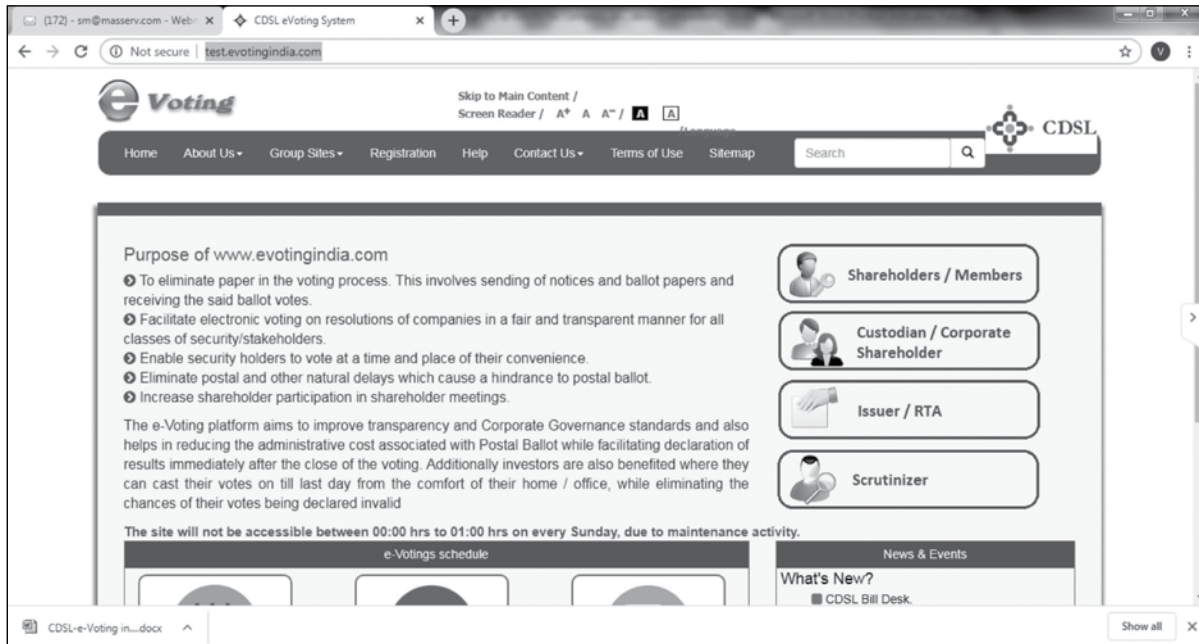




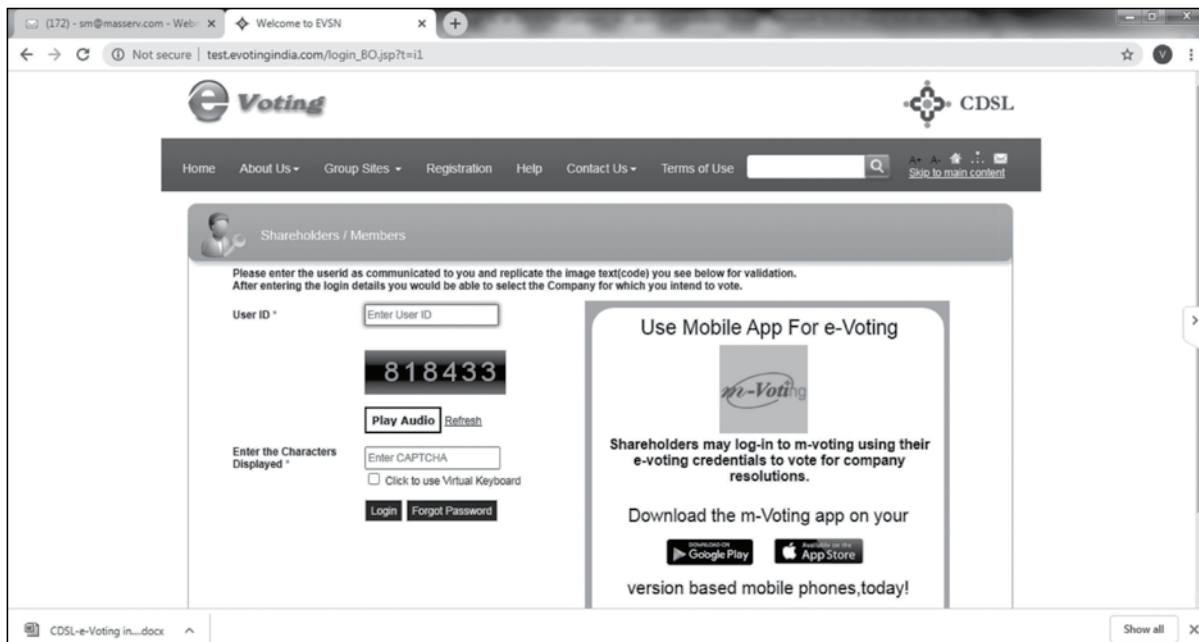
## PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

Below screen will be appear.



ii. Press Shareholders/Members tab, after which the below screen will be appear.



- iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

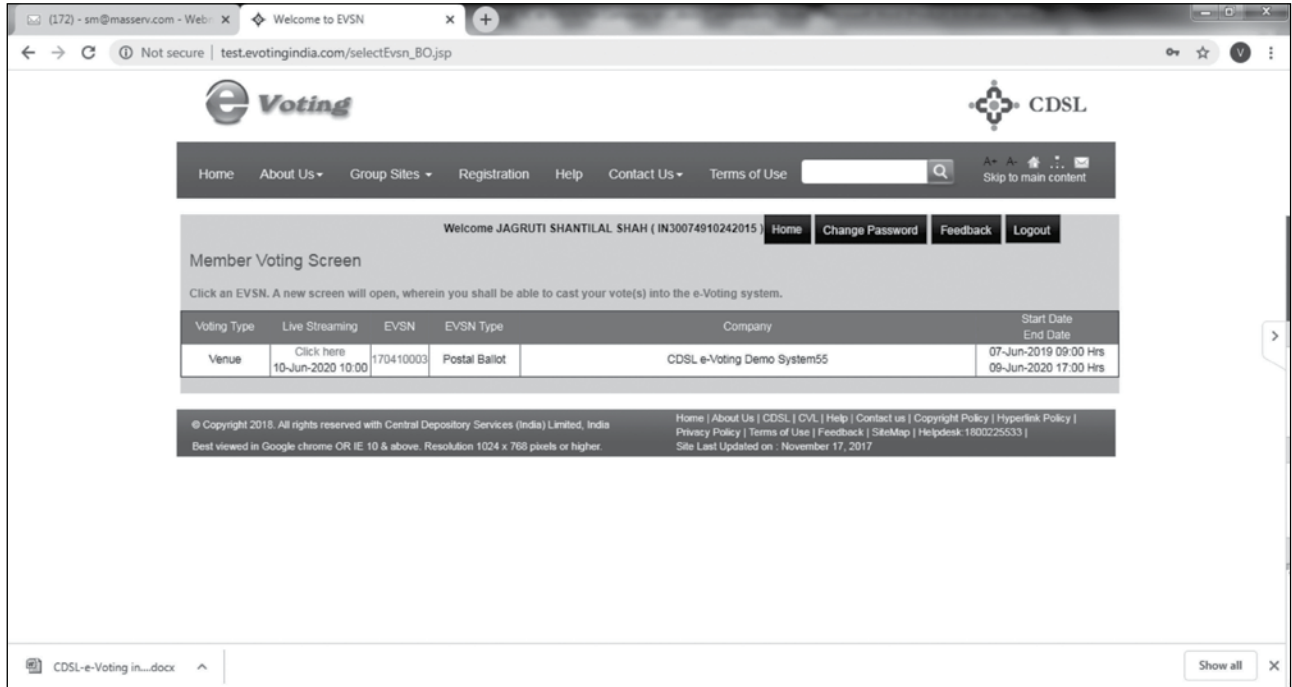
The screenshot shows a web browser window with the URL `test.evotingindia.com/login_BO.jsp?t=i1`. The page features the 'e-Voting' logo and the CDSL logo. A navigation menu includes 'Home', 'About Us', 'Group Sites', 'Registration', 'Help', 'Contact Us', and 'Terms of Use'. The main content area is titled 'Shareholders / Members' and displays a message: 'Character Validation was successful. Kindly enter other login details to proceed.' Below this message are two input fields: 'User ID \*' with the value 'IN30074910242015' and 'Password \*'. There are 'Submit' and 'Forgot Password' buttons. A checkbox labeled 'Click to use Virtual Keyboard' is present. To the right, there is a promotional box for the 'm-Voting' mobile app, stating: 'Shareholders may log-in to m-voting using their e-voting credentials to vote for company resolutions. Download the m-Voting app on your version based mobile phones, today!' with 'Google Play' and 'App Store' download buttons.

- iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

The screenshot shows the same web browser window as above, but the login form is for a first-time user. The 'User ID \*' field contains 'MOCK001'. Below it are three mandatory fields: 'PAN \*', 'Bank Account Number#', and 'DOB or Date Of Inc.#' (with a format hint '(dd/mm/yyyy)'). A message states: 'Any one of the details given below has to be mentioned for the first time login. Kindly enter the details as available on the demat account or folio number.' There are 'Submit' and 'Forgot Password' buttons. The 'm-Voting' app promotion box is identical to the one in the previous screenshot.

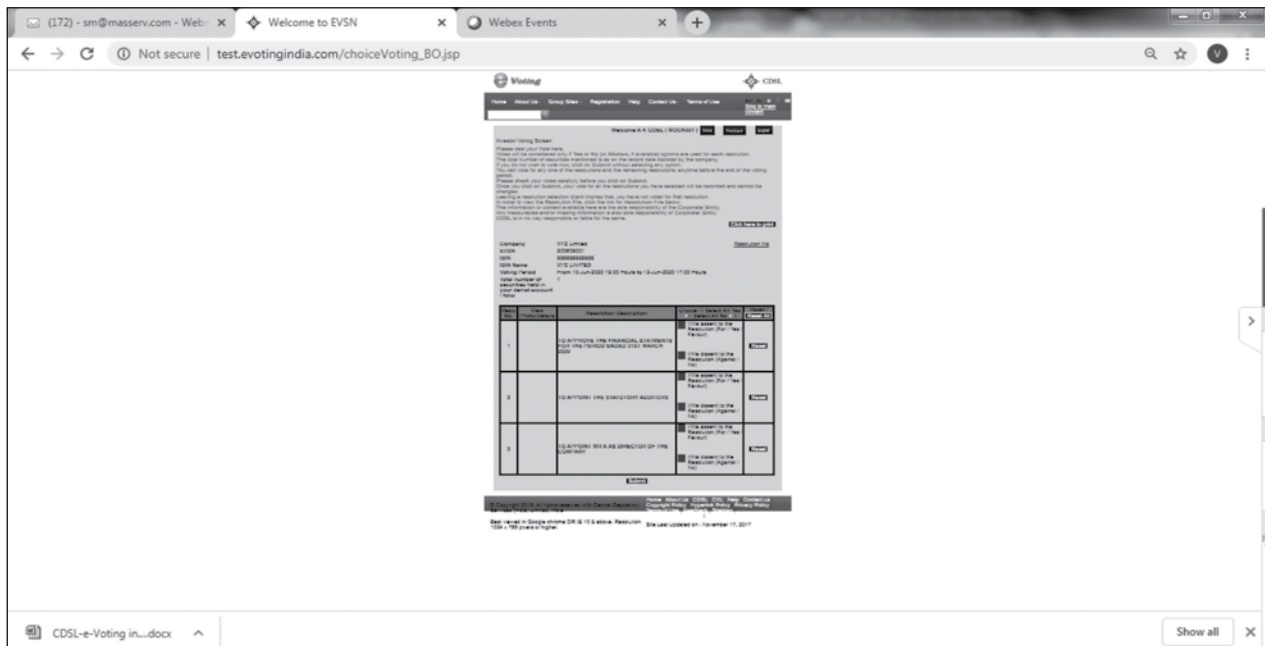


- v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email;

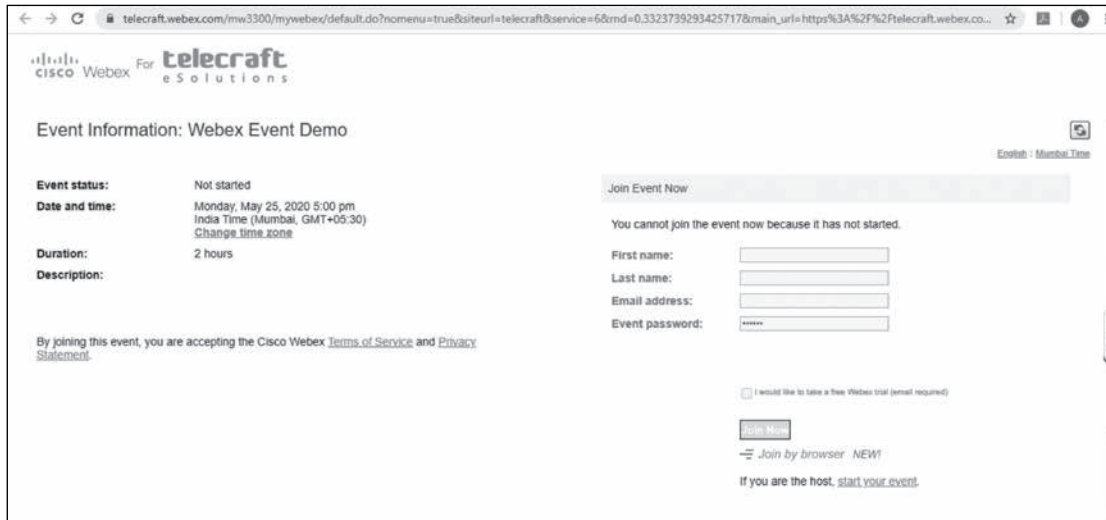


- vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



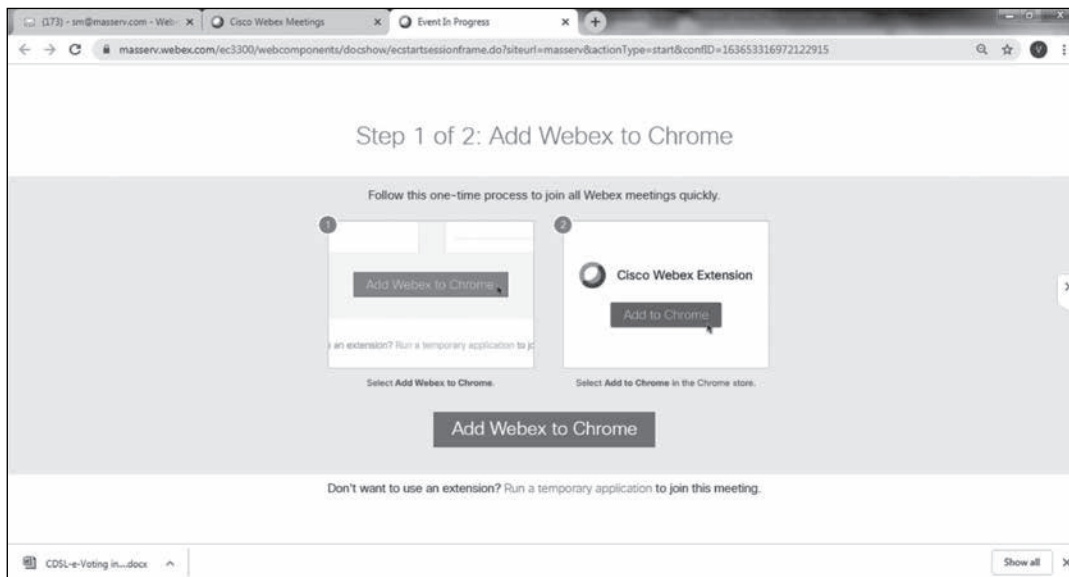
**Fill the details as:**

- In the "Name" field - Enter your USERID as given in email
- In the "last name" field - Enter your Name
- In the "Email ID" field - Put your email ID
- In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear:





viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

### (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 CDSL's e-voting website [www.evotingindia.com](http://www.evotingindia.com) or call on toll free No. 1800-22-5533. 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/ Password?' or 'Physical User Reset Password?' option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.
- B. If you are already registered with CDSL 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 **Friday, September 18, 2020**, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- D. Any person, who acquires shares of the Company and becomes a member of the Company after the circulation / dispatch of the Notice and holding shares as on the cut- off date i.e. Friday, September 18, 2020, may obtain the user ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in). However, if they are already registered with CDSL 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.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free No. 1800-22-5533.
- E. 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.
- F. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the chairman shall, with the assistance of scrutinizer, order voting through electronic means for all those members who are present at the AGM through VC/OAVM but have not cast their votes electronically using the remote e-voting facility.
- G. 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.
- H. 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 CDSL: <https://www.evotingindia.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.
- I. 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 25, 2020**.

# Annual Report 2019-20

## INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access the same at [www.evotingindia.com](http://www.evotingindia.com) under shareholders login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of CDSL.
2. Members are encouraged to join the meeting through laptops / desktops instead of mobiles for better experience.
3. Further members will be required to allow camera usage on their systems and use a good speed internet to avoid any disturbance during the meeting.
4. Please note that participants connecting through mobile devices or tablets or laptop, via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail ID and mobile number at [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in) on or before Saturday, September 19, 2020 (6:00 pm IST)
6. Those members who have registered themselves as a speakers in advance will only be allowed to express their views/ask questions during the meeting.
7. The company reserves the right to limit the number of speakers depending on the availability of time at the AGM.
8. In case any assistance is needed, members may contact CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at toll free no: 1800-22-5533.

## ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2

### ITEM NO. 2

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 32 years of rich experience out of which over 17 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>- 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></ul>
Membership / Chairman ship of committees across all other public companies	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	Father of Ms. Vishaka Beriwal, Non-Executive Director
Shareholding in the Company (Promoter Group)	32.96%
No. of Board Meeting attended during the Calendar Year 2019	04 (Four)
No. of Board Meeting attended during the Financial Year 2019-20	04 (Four)
Whether debarred from holding the office of Director pursuant to any SEBI order or any other such authority	No

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

Mr. Punit Beriwal along with his relatives holds 7,61,08,717 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 is 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. 2 of the Notice.

The Board recommends the resolution set forth in item no. 2 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. 3

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. 3 of the notice.

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

#### **Item No. 4**

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Ameeta Verma Duggal 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, Mrs. Ameeta Verma Duggal being re-appointed Director is not liable to retire by rotation.

For re-appointment of Mrs. Ameeta Verma Duggal as an Independent Director from September 26, 2020 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 her performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background, long and rich experience, continued valuable guidance to the management, strong Board performance and contributions made by her during her tenure, the continued association of Mrs. Ameeta Verma Duggal would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Mrs. Ameeta Verma Duggal as a 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.

Mrs. Ameeta Verma Duggal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from her that she meets 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 the opinion of the Board, Mrs. Ameeta Verma Duggal fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Mrs. Ameeta Verma Duggal 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.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of independent directors is available on website of the Company for electronic inspection without any fee by the members.

#### **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, Mrs. Ameeta Verma Duggal is not a Chairman of Audit Committee/ Stakeholders Relationship & Share Transfer Committee.



Mrs. Ameeta Verma Duggal is a member of Audit Committee and Stakeholders Relationship & Share Transfer Committee of the Company.

Mrs. Ameeta Verma Duggal is interested in the resolution(s) set out in the Notice with regard to their re-appointment. Her relatives may be deemed to be interested in the resolution 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/her relatives is, 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 as set out in the Notice for approval by the Members of the Company.

### **Item No. 5:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company had appointed Ms. Vishaka Beriwal (DIN: 07323616) as an Additional Director of the Company with effect from November 13, 2019.

Pursuant to Section 161(1) of the Act, Ms. Vishaka Beriwal holds office up to the date of the ensuing Annual General Meeting. Ms. Vishaka Beriwal is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director.

Details of Ms. Vishaka Beriwal are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Ms. Vishaka Beriwal is interested in the resolution set out at Item No. 5 of the Notice with regard to her appointment. Relatives of Ms. Vishaka Beriwal may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives except Mr. Punit Beriwal, Managing Director & Chief Executive Officer of the Company is, in any way, concerned or interested, financially or otherwise, in the resolution. Ms. Vishaka Beriwal is the daughter of Mr. Punit Beriwal. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Accordingly, the Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the Members.

### **Registered Office:**

Unit No. 201, C-50,  
Malviya Nagar, 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 20, 2020

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

**sd/-**  
**Sunil Kumar**  
Company Secretary  
A38859

## PROFILE OF DIRECTORS

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	Mrs. Ameeta Verma Duggal	Ms. Vishaka Beriwala
Category of Directorship	Non-Executive Independent Director	Non-Executive Director
DIN	02532003	07323616
Date of Birth	June 18, 1968	November 14, 1987
Date of appointment on the Board	10.02.2015	13.11.2019
Qualification, Experience & Brief profile and nature of their expertise in specific functional areas	<p>Ms. Duggal, did her graduation in English (Hons.) from Lady Shri Ram College and obtained her degree in law from the Del-hi University. She commenced her career as a lawyer in litigation and worked with eminent law firms both in India &amp; abroad. She was also awarded a British Chevening Scholarship by the Foreign and Commonwealth Office to study at the College of Law, York.</p> <p>During the span of over 20 years of her professional life, Ms. Duggal has gathered extensive experience in cross border transactional and conveyancing work, including review and drafting of escrow agreements, foreign collaboration agreements, joint ventures, shareholders agreements, technology license agreements and other commercial documents.</p>	<p>Ms. Vishaka Beriwala, is aged about 32 years. She holds B.Com (Hons) degree from Delhi University and MBA from ESADE Business School, Barcelona Spain.</p> <p>Ms. Beriwala has experience of about 10 years with key focus on Marketing &amp; Strategy Consultant, Market Re-search Analyst, Virtuous Retail, and Marketing &amp; Quality Analyst &amp; Facility Management. She is extremely competent to discharge the functions and tasks associated with her position as Non Executive Director. She will play a crucial role in overseeing activities at the Company.</p>
Directorship held in other companies	NIL	<ul style="list-style-type: none"> <li>• Greenfield Buildwell Private Limited</li> <li>• High Class Projects Limited</li> <li>• SPB Buildwell Private Limited</li> <li>• Bright Vyapaar Private Limited</li> </ul>
Membership / Chairmanship of committees across all other public companies	NIL	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	NIL	Daughter of Mr. Punit Beriwala, Managing Director & Chief Executive Officer of the Company
Shareholding in the Company	NIL	NIL
(Promoter Group)	2 (Two)	1 (One)
No. of Board Meeting attended during the Calendar Year 2019	2 (Two)	2 (Two)
No. of Board Meeting attended during the Financial Year 2019-20	No	No
Whether debarred from holding the office of Director pursuant to any SEBI order or any other such authority	No	No

Mrs. Ameeta Verma Duggal, Non-Executive Independent Director and Ms. Vishaka Beriwala, Non-Executive Director does not hold any shares in the Company as on the date of adoption of this report.