

**Ref. No. VIPUL/SEC/FY2019-20/****September 21, 2019**

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

**Sub: Proceedings at the Twenty-Eighth Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with Regulation 30(2) read with SI. No. 13 of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to state that the Members voted for the following businesses by remote e-voting (other than place of AGM venue) and Ballot Paper/Poll at the 28<sup>th</sup> Annual General Meeting of the Company held today i.e. **Saturday, September 21, 2019** at 11.00 a.m. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016: -

**ORDINARY BUSINESS**

1. (a) Approving and adopting the Standalone Audited Financial Statements including Balance sheet as at March 31, 2019, Statement of Profit and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.  
  
(b) Approving and adopting the Consolidated Audited Financial Statements including Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and report of the Auditors thereon.
2. To consider declaration of 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. Ratifying the remuneration payable to M/s Vijender Sharma & Co., Cost Auditor, for conducting cost audit for the financial year ending March 31, 2020.
5. Re-appointment of Mr. Punit Beriwal (DIN: 00231682) as Managing Director of the Company.

Sd/-



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.
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. Creation of Mortgage/Charge on the Assets of the Company.

Disclosure in terms of Regulation 30 of SEBI(LODR) Regulation, 2015 w.r.t. Directors seeking appointment/re-appointment is attached as an Annexure-I.

- Mr. Punit Beriwalla (DIN: 00231682), Mr. Vikram Vasheshar Kochhar (DIN: 03098195) and Mr. Kapil Dutta (DIN: 00964585), the Directors of the Company were present in the meeting. Secretarial Auditor was present in the meeting.
- Mr. Punit Beriwalla, Chairman, Managing Director chaired the proceedings of the AGM in accordance with the Articles of Association of the Company.
- Mr. Vikram Vasheshar Kochhar, Chairman of Audit Committee & Nomination and Remuneration Committee was present at the AGM of the Company.


The requisite quorum being present, the Chairman called the meeting to order. The quorum was present throughout the meeting. The Chairman delivered his speech to the shareholders.

The Chairman introduced the Directors present at the AGM. He informed that Dr. Bidhubhusan Samal, Director have conveyed his inability to attend the meeting due to their pre-occupation and send his greetings for the Shareholders of the Company.

With the consent of all the Members present, the Notice of AGM dated August 12, 2019, the Board's Report, Audited Annual Accounts and other related reports were taken as read. There were no qualifications in the Auditor's Report on Standalone Financial Statements for the year ended March 31, 2019 and the report of Secretarial Auditor of the Company.

The members were informed that with respect to consolidated financials for the financial year ended 31.03.2019, these Statement does not include the financial information of one subsidiary i.e. Vipul SEZ Developers Pvt Ltd along with its four subsidiaries while the Statement of Consolidated Assets and Liabilities for the year ended March 31, 2019, includes the consolidated Balance Sheet of the said subsidiary for the year ended 31st March, 2018.

In respect of consolidated financials for the financial year ended March 31, 2019 that the auditors who had audited the financial statement of the aforesaid subsidiary had expressed a modified opinion on the consolidated financial statements for the year ended March 31, 2018. In the absence of audited consolidated financial statement for the year ended March 31, 2019, the auditors have expressed their inability to comment whether the circumstances which resulted in the modified opinion still exist.

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**Vipul Limited**

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The Chairman 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 had provided to the Members the facility to exercise their vote at the 28<sup>th</sup> Annual General Meeting by remote e-voting from Tuesday, September 17, 2019 (9:00 a.m.) till Friday, September 20, 2019 (5:00 p.m.).

The Chairman briefed the Shareholders about each item set out in the Notice dated August 12, 2019 calling the 28th Annual General Meeting

The Chairman stated that since he was interested in item no-3 & item no-5 of the Notice. Therefore, he requested that for item no. 3 & 5 of the notice, Mr. Vikarm Vasheshar Kochhar, to Chair the meeting and conduct the proceedings. With the consent of all members present Mr. Vikram Vasheshar Kochhar was elected as Chairman of the meeting for the item no. 3 & 5.

The Chairman then invited the members to give their suggestions and sought enquiries on the Company's accounts, businesses and on the resolutions as proposed in this AGM, which were duly responded by the Chairman.

The Chairman informed to the Members that M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. 14190, COP No. 5500) was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at AGM in a fair and transparent manner.

Further, the Chairman informed the Members that the result of E-voting and voting through ballot mode will be announced within 48 hours from the conclusion of the Meeting and the results shall also be placed on the website of the Company and be intimated to National Securities Depository Limited and Stock Exchanges where the securities of the Company are listed. Further, a copy of the same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company.

The meeting concluded at 12.30 P.M.

You are requested to take the above information on record and bring the same to the notice of all concerned.

Thanking you  
Yours faithfully  
For Vipul Limited

(Sunil Kumar)  
Company Secretary  
A-38859

Name of the Director	Mr. Kapil Dutta	Mr. Vikarm Vasheshar Kochhar	Mr. Punit Beriwala
Category of Directorship	Non-Executive Independent Director	Non-Executive Independent Director	Managing Director
DIN	00964585	03098195	00231682
Date of Birth	July 25, 1956	April 01, 1950	December 1, 1964
Date of appointment on the Board	01.10.2006	15.05.2010	October 30, 2002
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)-Part I. He has a Rich Experience in the field of credit, treasury & other areas of Banking.	B. Com and 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"> <li>- United Leasing and Industries Limited</li> <li>- Ganga Glass Works Private Limited</li> <li>- Atha Wellness Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Ushdev Engitech Limited</li> </ul>	<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> <li>- Aahamne Hospitality Private Limited (Formerly known as Vipul Vocational Institutes Private Limited)</li> </ul>

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## Vipul Limited

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Membership / Chairman ship of committees across all other public companies	NIL	NIL	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	NIL	NIL	NIL
Shareholding in the Company (Promoter Group)	NIL	NIL	32.96%
No. of Board Meeting attended during the Calendar Year 2018	3 (Three)	4 (Four)	04 (Four)
No. of Board Meeting attended during the Financial Year 2018-19	3 (Three)	4 (Four)	04 (Four)
Whether debarred from holdings the office of Director pursuant to any SEBI order or any other such authority	No	No	No

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

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