

Ref. No. VIPUL/SEC/FY2017-18/ 1772

September 22, 2017

<p>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</p>	<p>The Manager (Listing) National Stock Exchange of India Limited, (Equity Scrip Code: VIPULLTD) Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai-400051</p>
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Dear Sir(s),

**Sub: Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the voting results at the Twenty-sixth Annual General Meeting (AGM) of the Company held on Friday, September 22, 2017 at 11.00 a.m. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016. The mode of voting was remote e-voting and Ballot Paper/Poll at the AGM.

**Date of the AGM**

: Friday, September 22, 2017  
(Concluded at 12:30 PM)

**Total number of shareholders on the record/cut-off**

**Date i.e. Friday, September 15, 2017** : 3301

**No. of shareholders present at the meeting**

**Either in person or through proxy** : 122

**Promoters and Promoter Group**

: 09

**Public**

: 113

**No. of shareholders who attended the meeting  
through Video Conferencing:-**

**Promoter and Promoter Group**

: Nil

**Public**

: Nil





**Vipul Limited**

Vipul TechSquare  
Golf-Course Road, Sector-43  
Gurgaon - 122 009  
Tel: -91-124-406 5500  
Fax: 91-124-406 1000  
E-mail : info@vipulgroup.in  
www.vipulgroup.in

The Agenda-wise Resolutions passed by remote e-voting and Ballot Paper/Poll at the AGM are annexed to this letter

Further, please find enclosed Scrutinizer's Report issued by M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. 14190, COP No. 5500) is Annexed.

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

  
(Authorised Signatory)

Encl: Annexures as stated above

**SCRUTINIZER'S REPORT**

<b>NAME OF THE COMPANY</b>	VIPUL LIMITED
<b>MEETING</b>	26 <sup>TH</sup> ANNUAL GENERAL MEETING
<b>DATE &amp; TIME</b>	FRIDAY, SEPTEMBER 22, 2017 AT 11:00 A.M.
<b>VENUE</b>	NCUI AUDITORIUM & CONVENTION CENTRE, 3, AUGUST KRANTI MARG, NEW DELHI - 110016

**1. Appointment as Scrutinizer:**

I, Amitabh, Partner, M/s. AVA Associates, Company Secretaries, was appointed as the Scrutinizer for the remote e-voting as well as the ballot Voting conducted at the 26<sup>th</sup> Annual General Meeting (26<sup>th</sup> AGM) of Vipul Limited (hereinafter referred to as the Company) held on Friday, September 22, 2017 at 11:00 a.m. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016.

**2. Dispatch of Notice convening the Meeting**

The Company has informed that on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company dispatch of the Notice of the AGM as under:-

- On August 29, 2017 by email to Members who had registered their email-ids with the Company/Depositories.
- On August 29, 2017 by Courier to members who hold shares in physical form.

**3. Cut-off date**

The Voting rights were reckoned as on Friday, September 15, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

**4. Remote e-Voting**

**4.1 Agency:**

The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

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Haldwani Office: T4, ICM House, Durga City Centre, Haldwani-263139

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#### **4.2 Remote e-Voting:**

Remote e-Voting platform was open from 9.00 a.m. on Monday, September 18, 2017 to 5.00 p.m. on Thursday, September 21, 2017 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-Voting platform provided by NSDL.

#### **5. Voting at the AGM:**

5.1 As prescribed under Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id/ Client Id, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id/ Client ID, Folios and Shareholding of the members who had cast their votes through remote e-Voting.

5.3 Considering the aforesaid, the Company issued ballot papers to the members who attended the meeting.

5.4 After announcement of poll by the Chairman, ballot boxes were kept for polling, locked in my presence with due identification marks placed by me.

#### **6 Counting Process**

6.1 On completion of ballot voting at the meeting, MAS Services Ltd, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had casted their votes, their holding details and details of vote cast on each of the resolutions.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/proxies lodged with the Company.

6.3 I unlocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Ms. Payal Chauhan and Mrs. Jyoti Gera and downloaded the e-Voting results.

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6.3 I unlocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Ms. Payal Chauhan and Mrs. Jyoti Gera and downloaded the e-Voting results.

7. As per the provision of Rule 20 of the Companies (Management and Administration) Rules, 2014, the company has published advertisement about having sent the notice of meeting and providing e-voting facilities in the newspapers, both English and Hindi languages, on August 30, 2017 and August 31, 2017 respectively.

**Results:**

I observed that:

- a) 95 Members had cast their votes at the meeting out of which votes cast by One was found to be invalid.
- b) 24 Members had casted their votes through remote e-Voting

The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 26<sup>th</sup> Annual General Meeting dated August 21, 2017 is enclosed.

Based on the aforesaid results, I report that Five Ordinary Resolutions as contained in item No 1 to 5 of the Notice dated August 21, 2017, have been passed with requisite majority.

Thanking You  
For AVA Associates



Amitabh  
C.P No- 5500  
(Partner)  
Date: 22.09.2017  
Place: New Delhi

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**Vipul Limited - 26<sup>th</sup> Annual general meeting**  
**Voting Results - Agenda-wise Disclosure - Resolution No. 1**

Resolution No. 1	Ordinary Resolution	(a) To adopt the Standalone Audited Financial Statements including Balance Sheet as at March 31, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board and Auditors thereon. (b) To adopt the Consolidated Audited Financial Statements including Balance Sheet as at March 31, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of shares Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	76050109	76050109	100.00	76050109	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	76050109	76050109	100.00	76050109	-	100.00	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	9758094	9758094	100.00	9758094	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	9758094	9758094	100.00	9758094	-	100.00	-
Public Non Institutions	E-Voting	10659	10659	100.00	10659	-	100.00	-
	Poll	239415	239415	100.00	239415	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	250074	250074	100.00	250074	-	100.00	-
	Total	86058277	86058277	100.00	86058277	-	100.00	-



**Vipul Limited - 26<sup>th</sup> Annual general meeting**  
**Voting Results - Agenda-wise Disclosure - Resolution No. 2**

Resolution No. 2		Ordinary Resolution		To declare a Dividend on equity shares for the Financial Year ended March 31, 2017.					
Whether promoter / promoter group are interested in the agenda / resolution?				Yes, upto the extent of their shareholding					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of shares Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-	
	Poll	76050109	76050109	100.00	76050109	-	100.00	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	76050109	76050109	100.00	76050109	-	100.00	-	
Public Institutions	E-Voting	-	-	-	-	-	-	-	
	Poll	9758094	9758094	100.00	9758094	-	100.00	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	9758094	9758094	100.00	9758094	-	100.00	-	
Public Non Institutions	E-Voting	10659	10659	100.00	10659	-	100.00	-	
	Poll	239415	239415	100.00	239415	-	100.00	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	250074	250074	100.00	250074	-	100.00	-	
Total		86058277	86058277	100.00	86058277	-	100.00	-	



**Vipul Limited - 26<sup>th</sup> Annual general meeting**  
**Voting Results - Agenda-wise Disclosure - Resolution No. 3**

Resolution No. 3		Ordinary Resolution		To appoint a Director in place of Mr. Punjit Beriwalla (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter / promoter group are interested in the agenda / resolution?		Yes							
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of shares Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
Public Institutions	E-Voting	-	-	-	-	-	-	-	-
	Poll	9758094	9758094	100.00	9758094	-	100.00	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	9758094	9758094	100.00	9758094	-	100.00	-	-
Public Non Institutions	E-Voting	10659	10559	99.06	10559	-	99.06	-	-
	Poll	239415	239415	100.00	239415	-	100.00	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	250074	249974	99.96	249974	-	99.96	-	-
Total		10008168	10008068	99.99	10008068	-	99.99	-	-





**Vipul Limited - 26<sup>th</sup> Annual general meeting**  
**Voting Results - Agenda-wise Disclosure - Resolution No. 4**

Resolution No. 4		Ordinary Resolution		To appoint Statutory Auditors of the Company and to fix their remuneration.					
Whether promoter / promoter group are interested in the agenda / resolution?				No					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of shares Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-	
	Poll	76050109	76050109	100.00	76050109	-	100.00	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	76050109	76050109	100.00	76050109	-	100.00	-	
Public Institutions	E-Voting	-	-	-	-	-	-	-	
	Poll	9758094	9758094	100.00	9758094	-	100.00	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	9758094	9758094	100.00	9758094	-	100.00	-	
Public Non Institutions	E-Voting	10659	10659	100.00	10659	-	100.00	-	
	Poll	239415	239415	100.00	239415	-	100.00	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	
	Total	250074	250074	100.00	250074	-	100.00	-	
Total		86058277	86058277	100.00	86058277	-	100.00	-	



**Vipul Limited - 26<sup>th</sup> Annual general meeting**  
**Voting Results - Agenda-wise Disclosure - Resolution No. 5**

Resolution No. 5		Ordinary Resolution		To ratify the remuneration payable to M/s Vijender Sharma & Co., Cost Auditor, for conducting cost audit for the financial year ending March 31, 2018.				
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of shares Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	76050109	76050109	100.00	76050109	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	76050109	76050109	100.00	76050109	-	100.00	-
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	9758094	9758094	100.00	9758094	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	9758094	9758094	100.00	9758094	-	100.00	-
Public Non Institutions	E-Voting	10659	10659	100.00	10659	-	100.00	-
	Poll	239415	239415	100.00	239415	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	250074	250074	100.00	250074	-	100.00	-
Total		86058277	86058277	100.00	86058277	-	100.00	-



### CONSOLIDATED RESULTS

1. (a) To adopt the Standalone Audited Financial Statements including Balance Sheet as at March 31, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board and Auditors thereon.

1. (b) To adopt the Consolidated Audited Financial Statements including Balance Sheet as at March 31, 2017, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.

Particulars	Remote E Voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	10659	95	239415	119	250074	100.00
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Total	24	10659	95	239415	119	250074	100.00

Based on the aforesaid rules, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated August 21, 2017 has been passed with requisite majority.

2. To declare a Dividend on equity shares for the Financial Year ended March 31, 2017.

Particulars	Remote E Voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	10659	95	239415	119	250074	100.00
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Total	24	10659	95	239415	119	250074	100.00

Based on the aforesaid rules, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated August 21, 2017 has been passed with requisite majority.





3. To appoint a Director in place of Mr. Punit Beriwalla (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Remote E Voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	23	10559	95	239415	118	249974	99.96
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Total	23	10559	95	239415	118	249974	99.96

Based on the aforesaid rules I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated August 21, 2017 has been passed with requisite majority.

4. To appoint Statutory Auditors of the Company and to fix their remuneration.

Particulars	Remote E Voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	10659	95	239415	119	250074	100.00
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Total	24	10659	95	239415	119	250074	100.00

Based on the aforesaid rules I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated August 21, 2017 has been passed with requisite majority.





5. To ratify the remuneration payable to M/s Vijender Sharma & Co., Cost Auditor, for conducting cost audit for the financial year ending March 31, 2018.

Particulars	Remote E Voting		Voting at the AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	24	10659	95	239415	119	250074	100.00
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Total	24	10659	95	239415	119	250074	100.00

Based on the aforesaid rules I report that the Ordinary Resolution as contained in Item No. 5 of the Notice dated August 21, 2017 has been passed with requisite majority.

