

**Vipul Limited**

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Ref. No. VIPUL/SEC/FY2025-26/2417

February 06, 2026

To,
The Secretary
BSE Limited,
(Equity Scrip Code: 511726)
Corporate Relationship Department,
At: Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001

To,
The Manager (Listing)
National Stock Exchange of India Limited,
(Equity Scrip Code: VIPULLTD)
Exchange Plaza, Bandra Kurla Complex,
Bandra, Mumbai-400051

Sub: Copy of the minutes of the first Extra Ordinary General Meeting (FY 2025-26) of the Company, held on Thursday, January 08, 2026.

Dear Sir/Ma'am,

With reference to the above subject, we are enclosing herewith copy of the minutes of the first Extra Ordinary General Meeting(FY 2025-26) of the Company held on Thursday, January 08, 2026, through video Conferencing / other audio visual means ("VC/ OAVM").

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

**For and on behalf of
Vipul Limited**

**Piyush Bairagi
Company Secretary & Compliance Officer
A-77256**

MINUTEBOOK

Shipra

MINUTES OF THE 1ST EXTRA ORDINARY GENERAL MEETING ("EGM") (FY 2025-26) OF THE MEMBERS OF VIPUL LTD HELD ON THURSDAY, JANUARY 08, 2026 AT 12:00 NOON THROUGH VIDEO CONFERENCING AND OTHER AUDIO VIDEO VISUAL MEANS ("VC/OAVM"), WITHOUT PHYSICAL PRESENCE OF MEMBERS, AT THE EGM^N VENUE AND CONCLUDED AT 12:20 P.M. THE VENUE OF THE EGM WAS DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY I.E. UNIT NO. 201, C-50, MALVIYA NAGAR, NEW DELHI-110017.

Directors Present:

1. Mr. Punit Beriwala
 - Managing Director, CEO & CFO
 - Member - Audit Committee
 - Member - Stakeholders Relationship & Share Transfer Committee
 - Member - Risk Management Committee
2. Mr. Ajay Arjit Singh
 - Non-Executive Independent Director
 - Chairman - Audit Committee
 - Chairman - Risk Management Committee
 - Chairman - Stakeholders Relationship & Share Transfer Committee
 - Member - Nomination and Remuneration Committee
3. Mr. Sanjay Sood
 - Non-Executive Independent Director
 - Chairman - Nomination and Remuneration Committee
 - Member - Audit Committee
 - Member - Stakeholders Relationship & Share Transfer Committee
 - Member - Risk Management Committee

Secretarial Auditors and Scrutinizer

Mr. Amitabh - Partner- M/s. AVA Associates.

In Attendance

Mr. Piyush Bairagi - Company Secretary & Compliance Officer

Company Secretary, welcome all Shareholders, Directors, KMP's, and Auditors were present in the meeting through video conferencing (VC) from their respective locations.

Chairman

Mr. Punit Beriwala, Managing Director, Chief Executive Officer & Chief Financial Officer, was elected as the chairman of the meeting, Thereafter, Mr. Punit Beriwala took the chair and welcomed the members.

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. Further, Authorised the Company Secretary to commence with the meeting.

CHAIRMAN'S
INITIALS

Quorum

Total 48 Members were present through VC/OAVM in the Extra Ordinary General Meeting.

The meeting is held through Video Conferencing/ Other Audio Visual Means, without the physical presence of members at a common venue in accordance with the circular issued by Ministry of Corporate Affairs & Securities and Exchange Board of India (SEBI). In accordance with the referred circular, the members attending the Extra Ordinary General Meeting through Video Conferencing or Other Audio Visual Means shall be considered for the purposes of Quorum under section 103 of the Companies Act, 2013.

Company Secretary

Company Secretary introduced all the Director's, Key Managerial Personnel and Auditors to the Shareholders.

Further, Company Secretary informed the members:

- that the copy of the Notice has already been sent to all members and uploaded on the website of the Company, BSE Limited, and National Stock Exchange of India Limited and on NSDL Website.
- 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 Extra Ordinary General Meeting by remote e-voting from Monday, January 05, 2026 (9:00 a.m.) till Wednesday, January 07, 2026 (05:00 p.m.).
- that the facility for voting through electronic voting system was available during the EGM and only those Members, who was present in the EGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and were otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM.
- that M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. A14190, COP No. 5500), representing Secretarial Auditor of the Company is 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.
- That as the Notice, convening the meeting has already been circulated to the members and with their permission; the Notice was taken as read.
- That, all the documents referred to in the accompanying Notice and Explanatory Statement were available for inspection on the website of the Company till the date of this Extra Ordinary General Meeting.
- That, during the EGM, 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 Directors are interested under Section 189 of the Act were open for inspection during the continuance of the meeting.


CHAIRMAN'S
INITIALS

MINUTE BOOK

Shipra

- explained the process & manner of participation to the registered speaker shareholders.

Thereafter the Company Secretary, read the business as stated in the notice to be taken up in the meeting.

Chairman's Speech

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

The Chairman thereafter took the business as stated in the Notice.

The Chairman explained the members about objective and implications of the business item as mentioned in the Notice dated December 16, 2025, of Extra Ordinary General Meeting and invited queries from the members on the agenda items.

Thereafter, Chairman authorised the Company Secretary to call the members who registered themselves as speaker to this Extra Ordinary General Meeting to speak, deliver their words and raise queries, if any, and conclude the meeting.

Company Secretary

Company Secretary invites the members who had registered themselves as speakers, to express their views/ queries in the EGM.

The Respected Chairman duly answered all the queries, and addressed the shareholders.

Company Secretary further informed that Members would raise query through the Chat Box facility provided by NSDL at the EGM.

He further informed to the members 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 January 10, 2026 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.

Chairman & Company Secretary thanked all the members for their participation in the meeting. The meeting concluded at 12:20 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 on the special business at the Extra Ordinary General Meeting of the Company held on Thursday, January 08, 2026

The Scrutinizer, M/s. AVA Associates through its Partner Mr. Amitabh, submitted his Report dated January 09, 2026, containing the results of remote e-voting during 9:00 A.M. (IST) on Monday, January 05, 2026 and till 5:00 P.M. (IST) on Wednesday, January 07, 2026 and voting at the Extra Ordinary General Meeting held on January 08, 2026.

CHAIRMAN'S
INITIALS

MINUTE BOOK



On the basis of the Scrutinizer's Report of remote e-voting and through electronic system at the meeting at the Extra Ordinary General Meeting held on Thursday, January 08, 2026, the summary of which is mentioned hereunder, the Company announced the results of voting on January 09, 2026 that the resolution for the Special Business set out in item no. 1 in the Notice of the Extra Ordinary General Meeting of the Company have been duly passed by the overwhelming majority.

The summary of the Scrutinizer's Report is as under:

CONSOLIDATED RESULTS							
1. (Issuance of up to 10,85,00,000 Fully Convertible Warrants to the persons/entities belonging to the "Promoter & Promoter group" and "Public" category on preferential basis.							
Particulars	Remote E Voting		Voting at the EGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	91	37540813	0	0	91	37540813	99.9848
Dissent	12	5701	0	0	12	5701	0.0152
Abstain	0	0	0	0	0	0	0.0000
Total	103	37546514	0	0	103	37546514	100.0000
Based on the aforesaid rules, I report that the Special Resolution as contained in Item No. 1 of the Notice dated December 16, 2025 has been passed with the requisite majority.							

On the basis of the above Scrutiniser's Report dated January 09, 2025, Mr. Piyush Bairagi, Company Secretary & Compliance Officer of the Company announced the results of EGM on January 09, 2026 through the website of the Company, National Securities Depository Limited (NSDL), BSE Limited and National Stock Exchange of India Limited, that the resolutions for the Special Business as set out at item no. 1 of the Notice of the Extra Ordinary General Meeting of the Company, had been duly passed by a requisite majority:

The resolutions elaborated hereinabove contained the following:

SPECIAL BUSINESS:

1. Issuance of up to 10,85,00,000 Fully Convertible Warrants to the persons/entities belonging to the "Promoter & Promoter group" and "Public" category on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with National Stock Exchange of India Limited ("NSE) and BSE Limited

CHAIRMAN'S INITIALS

MINUTE BOOK

Shipra

("BSE"), where the equity shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ["SEBI (ICDR) Regulations"], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and 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 hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 10,85,00,000 (Ten Crore Eighty-Five Lakh) Fully Convertible Warrants at an issue price of Rs. 9.20/- (Nine Rupees and Twenty Paise Only) each, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Re. 1/- each for cash, for an aggregate amount of up to Rs. 99,82,00,000/- (Rupees Ninety-Nine Crore Eighty-Two Lakh Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/ entities belonging to the "Promoter & Promoter Group" and "Public" category ("Proposed Allottees") in the manner as follows:

Sr. No.	Name of the Proposed Allottees	Category (Promoter & Promoter Group/ Public)	No. of Warrants (up to)
1.	Punit Beriwalla	Promoter	1,24,00,000
2.	Om Aggarwal	Public	1,24,00,000
3.	Karnica Gupta	Public	60,00,000
4.	Simmi Garg	Public	36,00,000
5.	Chakshu Garg	Public	36,00,000
6.	Parveen Kumar Chaudhary	Public	42,00,000
7.	Neeraj Chaudhary	Public	41,00,000
8.	Shaurya Chaudhary	Public	41,00,000
9.	Bima Pay Technology Private Limited	Public	71,00,000
10.	Kapil Agrawal	Public	50,00,000
11.	Gourav Kumar	Public	24,80,000
12.	Manju Rani	Public	24,80,000
13.	Sourav Gupta	Public	24,80,000
14.	Ashok Kumar	Public	24,80,000
15.	Pinki Gupta	Public	24,80,000
16.	KSJ Estates Private Limited	Public	1,24,00,000

CHAIRMAN'S
INITIALS

MINUTE BOOK

Shipra

17.	Pine Emergence LLP	Public	1,20,00,000
18.	Vinita Jain	Public	31,00,000
19.	Pramod Kumar Jain	Public	32,00,000
20.	Aryaman Jain	Public	25,00,000
21.	Renu Goyal	Public	4,00,000
Total			10,85,00,000

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining minimum issue price of Warrants proposed to be allotted to the above-mentioned allottees shall be Tuesday, December 09, 2025, which is 30 days prior to the date of Extraordinary General Meeting of the members of the Company, scheduled for Thursday, January 08, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).


CHAIRMAN'S
INITIALS

MINUTE BOOK

Shipra

- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- h) The Warrants themselves, until converted into Equity Shares, do not give Warrant Holder any voting rights in the Company in respect of such Warrants.
- i) The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re.1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Punit Beriwal, Managing Director, Chief Executive Officer & Chief Financial Officer and/or Mr. Piyush Bairagi, Company Secretary & Compliance Officer of the Company and Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchanges for obtaining of in-principle approval, +filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

Place: New Delhi

Date of entry : 05.02.2026


(CHAIRMAN)

Signed on: 05.02.2026

CHAIRMAN'S
INITIALS