



Ref. No. VIPUL/SEC/FY2024-25/2290

September 23, 2024

The Secretary BSE Limited, (Equity Scrip Code: 511726) Corporate Relationship Department, At: 1 ST 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 33RD 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 of the Company voted for the following businesses by remote e-voting and through electronic voting system available during the AGM, who presented in the AGM through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), without physical presence of members at the AGM venue at the 33RD Annual General Meeting of the Company held today i.e. **Monday, September 23, 2024** at 12:00 Noon, in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder read with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023, in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", issued by the Ministry of Corporate Affairs ('MCA') read with Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, issued by the Securities and Exchange Board of India ('SEBI') along with any other applicable Circulars issued by MCA and/or SEBI in this regard, to transact the businesses as set out in the Notice of the AGM dated August 13, 2024. The deemed venue of the Annual General Meeting of the Company is the registered office of the Company i.e. Unit No. 201, C-50, Malviya Nagar, New Delhi-110017.

The items transacted and voted by members were as under:**ORDINARY BUSINESS**

- (a) Approving and adopting the Standalone Audited Financial Statements including Balance sheet as at March 31, 2024, 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, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and report of the Auditors thereon.

2. Appointment of Ms. Vishaka Beriwal (DIN: 07323616), as Director, liable to retire by rotation.

SPECIAL BUSINESS

3. Ratifying the remuneration payable to M/s Vijender Sharma & Co., Cost Auditor, for conducting cost audit for the financial year ending March 31, 2025
4. Appointment of Mr. Sanjay Sood (DIN: 01075959) as a Director and as an Independent Director.

Disclosure in terms of Regulation 30 of SEBI (LODR) Regulation, 2015 w.r.t. Directors seeking appointment/re-appointment is attached as an Annexure-1.

The 33RD Annual General Meeting (AGM) of the Company was held today i.e. Monday, September 23, 2024 at 12:00 Noon through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without physical presence of members at the AGM venue in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder read with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022, No. 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023, in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", issued by the Ministry of Corporate Affairs ('MCA') read with Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard, issued by the Securities and Exchange Board of India ('SEBI') along with any other applicable Circulars issued by MCA and/or SEBI in this regard, to transact the businesses as set out in the Notice of the AGM dated August 13, 2024. The deemed venue of the Annual General Meeting of the Company is the registered office of the Company i.e. Unit No. 201, C-50, Malviya Nagar, New Delhi-110017.

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

- Mr. Punit Beriwal (DIN: 00231682), Managing Director, CEO & CFO of the Company and Member of Audit Committee, Stakeholders Relationship & Share Transfer Committee and Risk Management Committee of the Board of the Company;
- Mr. Kapil Dutta (DIN: 00964585), Non-Executive Independent Director of the Company and Chairman of the Board, Audit Committee and Member of Stakeholders Relationship & Share Transfer Committee and Nomination and Remuneration Committee of the Board of the Company;
- Mr. Ajay Arjit Singh (DIN: 03051938), Non-Executive Independent Director of the Company and member of Audit Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders Relationship & Share Transfer Committee and Nomination and Remuneration Committee of the Board of the Company;
- Mr. Sanjay Sood (DIN: 01075959), Non-Executive Independent Director of the Company;



- Mr. Sunil Kumar, Company Secretary of the Company;
- Mr. Adrish Roy, representing M/s. JSUS & Associates, Statutory Auditors of the Company; and
- M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. A14190, COP No. 5500), representing Secretarial Auditors of the Company as well appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at Annual General Meeting in a fair and transparent manner.

The Company Secretary informed the Shareholders that in compliance of Section 108 of the Companies Act, 2013 ('Act'), read with Rules framed thereunder, Secretarial Standard -2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company was provided to the Members the facility to exercise their vote at the 33RD Annual General Meeting by remote e-voting from Thursday, September 19, 2024 (9:00 a.m.) till Sunday, September 22, 2024 (05:00 p.m.).

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

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

Further during the AGM, 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.

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

Ms. Vishaka Beriwal, Directors of the Company could not attend at the meeting due to her preoccupation and has sent her best wishes for the shareholders 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 Company's performance was covered in the Board's Report and the Annual Report for FY 2023-24. Thereafter, the Chairman read the Chairman statement.

With the consent of all the Members present, the Notice of AGM dated August 13, 2024, the Board's Report, Audited Annual Accounts and other related reports were taken as read. There were some qualifications in the Auditor's Report on Standalone and Consolidated Financial Statements for the year ended March 31, 2024. The Report given by the Secretarial Auditors is annexed as "Annexure B" and forms an integral part of the Annual Report. There has been some qualification, reservation or adverse remark or disclaimer in their Report.

The Chairman briefed the Shareholders about each item set out in the Notice dated August 13, 2024 calling the 33RD Annual General Meeting.

**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 Chairman stated that since he was interested in item no. -2. Therefore, he requested that for item no. 2 of the notice, Mr. Ajay Arjit Singh, to Chair the meeting and conduct the proceedings. With the consent of all members present, Mr. Ajay Arjit Singh was elected as Chairman of the meeting for the item no. 2.

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 through the Chat Box facility provided by NSDL at the AGM. Further the members had registered themselves as speakers, were invited to express their views/ queries in the AGM.

The Chairman informed to the Members that M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. A14190, 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 electronic system at the meeting (insta poll) will be announced within two working days of the conclusion of the Meeting i.e. on or before September 25, 2024 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 Chairman thanked all the members for their participation in the meeting. The meeting concluded at 12:22 p.m. The E-voting facility was kept open for next 15 minutes to enable the Shareholders to cast their vote.

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

Encl: Annexures as stated above



Annexure-1

Name of the Director	Ms. Vishaka Beriwala	Mr. Sanjay Sood		
Category of Directorship	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director		
DIN	07323616	01075959		
Date of Birth	November 14, 1987	October 28, 1964		
Age	37	60		
Date of appointment on the Board	November 13, 2019	November 10, 2023		
Qualification	She holds B. Com (Hons) degree from Delhi University and MBA from ESADE Business School, Barcelona Spain.	He is graduate from Delhi University.		
Experience & Brief profile and nature of their expertise in specific functional areas	Ms. Beriwala has experience of about 13 years with key focus on Marketing & Strategy Consultant, Market Research Analyst, Virtuous Retail, and Marketing & Quality Analyst & 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.	He has experience of over 10 years in Logistics industry, 25 years in Pharmaceuticals industry and 5 years expertise in Organic Fertilizer industry. He is extremely competent to discharge the functions and tasks associated with him. He will play a crucial role in overseeing activities at the Company.		
Directorship held in other companies	<ul style="list-style-type: none"> - Greenfield Buildwell Private Limited - High Class Projects Limited - SPB Buildwell Private Limited - Bright Vyapaar Private Limited - Drizzle Overseas Private Limited 	NIL		
Chairman/Member of the Committees of the Board of Directors of the Companies#	Audit Committee	Stakeholders Relationship Committee	Audit Committee	Stakeholders Relationship Committee
	NIL	Nil	NIL	Nil
Chairman/Member of the Committees of the Board of Directors of the other Companies#	Audit Committee	Stakeholders Relationship Committee	Audit Committee	Stakeholders Relationship Committee
	High Class Projects Limited-Member	Nil	NIL	Nil
Listed Entities from which the Director has resigned in the past three years	Nil	Nil		
No of Equity Shares held in the Company as on March 31, 2024.	NIL	Nil		



No. of Board Meeting attended during the Calendar Year 2023	04 (Four)	01 (One)
No. of Board Meeting attended during the Financial Year 2023-24	05 (Five)	03 (Three)
Terms and conditions of appointment/ re-appointment	Non-Executive Director, liable to retire by rotation.	Independent Director, not liable to retire by rotation.
Remuneration sought to be paid and the remuneration last drawn	See Note given below	See Note given below
Relationship with other Directors/Manager/Key Managerial Personnel	Daughter of Mr. Punit Beriwal, Managing Director, CEO & CFO of the Company	No relationship with other Director and Key Managerial personnel
Whether debarred from holdings the office of Director pursuant to any SEBI order or any other such authority	No	No
Justification for choosing the Independent Director	NA	As per Explanatory Statement of Notice of AGM
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer point no. II (i) of Corporate Governance Report	Refer point no. II (i) of Corporate Governance Report

#Audit Committee and Stakeholders Relationship Committee have been considered.

Note: The Non-Executive Directors (including Independent Directors) are paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committee of Directors etc. in accordance with Nomination and Remuneration Policy of the Company.