



Vipul Limited

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Ref. No. VIPUL/SEC/FY2019-20/1924

April 25, 2019

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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Sub: Minutes of Postal Ballot

Dear Sir(s),

This in continuation of our letter no. Ref. no. VIPUL/SEC/FY2018-19/1911 dated March 30, 2019, with respect to disclosure of voting results of Postal Ballot, please find herewith duly signed copy of minutes of Postal Ballot concluded on March 30, 2019.

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
(Sunil Kumar)
Company Secretary
A-38859

MINUTE BOOK

VIPUL LIMITED

MINUTES OF THE PROCEEDINGS OF POSTAL BALLOT (EFFECTIVE DATE MARCH 29, 2019) OF ANNOUNCEMENT OF RESULT ON MARCH 30, 2019 AT 4.00 PM AT THE CORPORATE OFFICE OF THE COMPANY AT VIPUL TECHSQUARE, GOLF COURSE ROAD, SECTOR -43, GURUGRAM -122009 OF THE POSTAL BALLOT/E-VOTING CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED FEBRUARY 22, 2019.

Present:

Mr. Punit Beriwala	Managing Director and Member
Ms. Guninder Singh	Chief Executive Officer and Member
Mr. Rakesh Sharma	Sr. Vice President (BD & C) and Member
Mr. Anil Kumar Tibrewal	Chief Financial Officer
Mr. Shyam Sunder Gupta	Member
Mr. Alok Srivastava	Member
Mr. Devanand Sharma	Member
Mr. Chandra Deo Singh	Member
M/s. AVA Associates, through its partner Mr. Amitabh, Practicing Company Secretaries	Scrutinizer for the Postal Ballot
Mr. Sunil Kumar	Company Secretary

Witnesses:

Ms. Payal Chauhan
Ms. Jyoti Gera

Mr. Punit Beriwala, Managing Director presided over the proceedings of declaration of results of Postal Ballot/E-voting in the absence of the Chairman of the Board.

Mr. Punit Beriwala, Managing Director, stated that the Company had on February 25, 2019, dispatched to all the members, a Notice dated February 22, 2019 under Section 110 of the Companies Act, 2013, for obtaining the consent of the members to the following Special Resolution by means of Postal Ballot/E-voting:

- CONTINUATION OF DR. BIDHUBHUSAN SAMAL (DIN: 00007256) FROM APRIL 1, 2019 TILL CONCLUSION OF HIS PRESENT TERM AND RE-APPOINTMENT AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF CONSECUTIVE FIVE YEARS W.E.F. SEPTEMBER 24, 2019

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors by passing circular resolution on February 22, 2019 and pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the applicable provisions of the Companies Act, 2013, if any and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the continuation of Dr. Bidhubhusan Samal (DIN: 00007256), aged 76 years, as an Non- Executive and Independent Director of the Company, not liable to retire by rotation, from April 1, 2019 till his current term of appointment;

CHAIRMAN
INITIAL

MINUTE BOOK

RESOLVED FURTHER 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 Regulation 17(1A) 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, Dr. Bidhubhusan Samal (DIN: 00007256), aged 76 years and who holds office as an Independent Director and whose current period of office is expiring on September 23, 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. September 24, 2019 to September 23, 2024 not liable to retire by rotation".

The Chairman further stated that the Notice of postal ballot/e-voting containing special resolution, explanatory statement, postal ballot form, e-voter user IDs and passwords and self-addressed prepaid postage business reply envelope, were sent to the members and other concerned including auditors of the Company, Directors, Stock Exchanges etc. through courier/mail. The Notice of postal ballot was also placed on the website of the Company and on the website of the Stock Exchanges, where it was listed.

The intimation about completion of dispatch of postal ballot form/e-voting and the last date of receipt of reply from the member was also intimated to the members by way of publication on Tuesday, February 26, 2019 in "Business Standard", in English and "Business Standard", in Hindi language.

Members were advised to carefully read the instruction before casting their votes and were also advised to complete the e-voting process/return the duly completed forms in the attached self-addressed prepaid postage business reply envelope, so as to reach the Scrutinizer on or before the close of business hours on March 29, 2019.

The Chairman thereafter stated that the Scrutinizer, M/s. AVA Associates, through its Partner Mr. Amitabh, Practicing Company Secretaries (Membership No. 14190, COP No. 5500), had carried out the scrutiny of all the postal ballot forms received up to the close of working hours on March 29, 2019 and that the Scrutinizer, had submitted his Report dated March 30, 2019 and that he as the Chairman had accepted the said Report. The brief summary of the Scrutinizer report was as under:

Resolution No. 1	Special Resolution	Seeking consent of Members/Shareholders for continuation of Dr. Bidhubhusan Samal (DIN: 00007256) from April 1, 2019 till conclusion of his present term and re-appointment as Non-Executive Independent Director of the Company for a second term of consecutive five years w.e.f. September 24, 2019						
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	76108717	-	-	-	-	-	-
	Poll (Not Applicable)		-	-	-	-	-	-
	Postal Ballot		76108717	100.00	76108717	-	100.00	-
	Total		76108717	100.00	76108717	-	100.00	-

CHAIRMAN'S INITIALS

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Public Institutions	E-Voting	-	-	-	-	-	-	-	
	Poll (Not Applicable)		-	-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	-	
	Total		-	-	-	-	-	-	
Public Non Institutions	E-Voting	191761	1754	0.9147	1625	129	92.6454	7.3546	
	Poll (Not Applicable)		-	-	-	-	-	-	
	Postal Ballot *		190007	99.0853	190000	7	99.9963	0.0037	
	Total		191761	191761	100.00	191625	136	99.9291	0.0709
Total		76300478	76300478	100.00	76300342	136	99.9998	0.0002	

*Excluding invalid votes

The Chairman thereafter, on the basis of the Scrutinizer's Report dated March 30, 2019, stated that the Resolution as set out in the Notice dated February 22, 2019 stands duly approved as Special Resolution by the Members of the Company.

The last date for receipt duly completed postal ballot forms or e-voting has been taken as the date of passing of this resolution i.e. March 29, 2019.

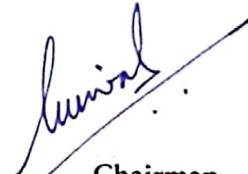
The result of Postal Ballot alongwith Scrutinizer's Report were displayed on the website of the Company i.e. www.vipulgroup.in and intimated to BSE Ltd and National Stock Exchange Limited and also displayed at the notice board of Corporate/Registered office of Company.

The Chairman expressed his special thanks to M/s. AVA Associates, through its Partner Mr. Amitabh, Practicing Company Secretaries (Membership No. 14190, COP No. 5500), for exercising due diligence for the entire postal ballot process/e-voting in fair & transparent manner and concluded the proceedings.

Date of Entry: 25.04.19

Place: Gurugram

Date: 25.04.19


Chairman
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CHAIRMAN
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