



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

September 21, 2019

The Secretary
BSE Limited, (Equity Scrip Code: 511726)
Corporate Relationship Department,
At: 1ST 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

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-Eighth Annual General Meeting (AGM) of the Company held on Saturday, September 21, 2019 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 : Saturday, September 21, 2019
(Concluded at 12:30 PM)

**Total number of shareholders on the record/cut-off
Date i.e. Saturday, September 21, 2019** : 4118

**No. of shareholders present at the meeting
Either in person or through proxy** : 159

Promoters and Promoter Group : 9

Public : 150

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

Promoter and Promoter Group : Nil

Public : Nil

Shrid



Vipul

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

Sunil

(Sunil Kumar)
Company Secretary
A-38859

Encl: Annexures as stated above

SCRUTINIZER'S REPORT

| | |
|----------------------------|--|
| NAME OF THE COMPANY | VIPUL LIMITED |
| MEETING | 28 TH ANNUAL GENERAL MEETING |
| DATE & TIME | SATURDAY, SEPTEMBER 21, 2019 AT 11:00 A.M. |
| VENUE | NCUI AUDITORIUM & CONVENTION CENTRE, 3, AUGUST KRANTI MARG, NEW DELHI - 110016 |

1. Appointment as Scrutinizer:

We, M/s. AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. 14190, COP No. 5500), was appointed as the Scrutinizer for the remote e-voting as well as the ballot Voting conducted at the 28th Annual General Meeting (28th AGM) of Vipul Limited (hereinafter referred to as the "Company") held on Saturday, September 21, 2019 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, 2019 by email to Members who had registered their email-ids with the Company/Depositories.
- On August 27, 2019 by Courier to members who hold shares in physical form.

3. Cut-off date

The Voting rights were reckoned as on Saturday, September 14, 2019, 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 has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.



4.2 Remote e-Voting:

Remote e-Voting platform was open from 9.00 a.m. on Tuesday, September 17, 2019 to 5.00 p.m. on Friday, September 20, 2019 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, M/s. MAS Services Ltd, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolutions.

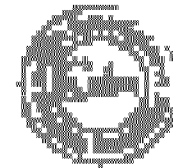
6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations/proxies lodged with the Company.

6.3 The votes cast by remote e-voting were unblocked and authorised on September 21, 2019 at around 2:30 p.m. in presence of 2 witnesses, Ms. Payal Chauhan & Ms. Binika Maini, who are not in the employment of the Company. They have signed confirmation of the e-votes being unblocked in their presence.



Vipul Limited - 28th 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, 2019, 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, 2019, 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 | 76108717 | 76108717 | 100.00 | 76108717 | - | 100.00 | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |
| | Total | 76108717 | 76108717 | 100.00 | 76108717 | - | 100.00 | - | |
| Public Institutions | E-Voting | - | - | - | - | - | - | - | |
| | Poll | - | - | - | - | - | - | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |



Vipul Limited - 28th 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, 2019. | | | | | | |
|--|----------------|---------------------|---|------------------|--------------|--------------|----------------------|--------------------|--|
| 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 | No. of votes | % of shares held | No. of votes | No. of votes | % of Votes in favour | % of Votes against | |

Vipul Limited - 28th Annual general meeting
Voting Results - Agenda-wise Disclosure - Resolution No. 3

| Resolution No. 3 | | Ordinary Resolution | | To appoint a Director in place of Mr. Punit Beriwala (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 (votes casted by Promoter Group have been excluded) | | | | | |
| 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 | - | - | - | - | - | - | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |
| | Total | - | - | - | - | - | - | - | |
| Public Non Institutions | E-Voting | 3621 | 3621 | 100.00 | 3621 | - | 100.00 | - | |
| | Poll | 9961396 | 9961396 | 100.00 | 9961396 | - | 100.00 | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |
| | Total | 9965017 | 9965017 | 100.00 | 9965017 | - | 100.00 | - | |
| Total | | 9965017 | 9965017 | 100.00 | 9965017 | - | 100.00 | - | |



Vipul Limited - 28th Annual general meeting
Voting Results - Agenda-wise Disclosure - Resolution No. 5

| Resolution No. 5 | | Special Resolution | | Re-appointment of Mr. Punit Beriwal (DIN: 00231682) as Managing Director of the Company | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| Whether promoter / promoter group are interested in the agenda / resolution? | | | | Yes (votes casted by Promoter Group have been excluded) | | | | |
| 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 | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | | | | | | | |
| Public Non Institutions | E-Voting | 3621 | 3621 | 100.00 | 3621 | - | 100.00 | - |
| | Poll | 9961396 | 9961396 | 100.00 | 9961396 | - | 100.00 | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | 9965017 | 9965017 | 100.00 | 9965017 | - | 100.00 | - |
| Total | | 9965017 | 9965017 | 100.00 | 9965017 | - | 100.00 | - |



Vipul Limited - 28th Annual general meeting
Voting Results - Agenda-wise Disclosure - Resolution No. 6

| | | | | | | | |
|--|---------------------------|--|--------|-------------|--------|------|-----------------|
| Resolution No. 6 | Special Resolution | Re-appointment of Mr. Kanil Dutta (DIN: 00064585) as Non-Executive Independent Director of the Company for a second term of five consecutive years w.e.f. September 24, 2019 | | | | | |
| Whether promoter / promoter group are interested in the agenda / resolution? | | No | | | | | |
| Category | Mode | No. of shares | No. of | % of shares | No. of | % of | % of votes cast |

Vipul Limited - 28th Annual general meeting

Voting Results - Agenda-wise Disclosure - Resolution No. 7

| Resolution No. 7 | | Special Resolution | | 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 | | | | | |
|--|-------------------------------|------------------------|-------------------------|--|------------------------------|--------------------------|--|--|--|
| 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 | 76108717 | 76108717 | 100.00 | 76108717 | - | 100.00 | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |
| | Total | 76108717 | 76108717 | 100.00 | 76108717 | - | 100.00 | - | |
| Public Institutions | E-Voting | - | - | - | - | - | - | - | |
| | Poll | - | - | - | - | - | - | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |
| | Total | - | - | - | - | - | - | - | |
| Public Non Institutions | E-Voting | 3621 | 3621 | 100.00 | 3621 | - | 100.00 | - | |
| | Poll | 9961396 | 9961396 | 100.00 | 9961396 | - | 100.00 | - | |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - | |
| | Total | 9965017 | 9965017 | 100.00 | 9965017 | - | 100.00 | - | |
| Total | | 86073734 | 86073734 | 100.00 | 86073734 | - | 100.00 | - | |



Vipul Limited - 28th Annual general meeting

Voting Results - Agenda-wise Disclosure - Resolution No. 8

| Resolution No. 8 | | Special Resolution | | Authority to sale/create Mortgage/Charge on the assets of the Company | | | | |
|--|-------------------------------|------------------------|-------------------------|---|------------------------------|--------------------------|--|--|
| 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 | 76108717 | 76108717 | 100.00 | 76108717 | - | 100.00 | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | 76108717 | 76108717 | 100.00 | 76108717 | - | 100.00 | - |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 3621 | 3621 | 100.00 | 3621 | - | 100.00 | - |
| | Poll | 9961396 | 9961396 | 100.00 | 9961396 | - | 100.00 | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | 9965017 | 9965017 | 100.00 | 9965017 | - | 100.00 | - |
| Total | | 86073734 | 86073734 | 100.00 | 86073734 | - | 100.00 | - |



CONSOLIDATED RESULTS

1. (a) To adopt the Standalone 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 reports of the Board and Auditors thereon.

1. (b) To adopt 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 reports of the Auditors thereon.

| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
|-------------|-----------------|-------|-------------------|----------|--------|----------|------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 3621 | 118 | 86069934 | 134 | 86073555 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 86069934 | 134 | 86073555 | 100.00 |

Based on the aforesaid rules, I report that the Ordinary Resolution as contained in Item No. 1 of the Notice dated August 12, 2019 has been passed with requisite majority.

2. To declare a Dividend on equity shares for the Financial Year ended March 31, 2019.

| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
|-------------|-----------------|-------|-------------------|----------|--------|----------|------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 3621 | 90 | 3191 | 106 | 6812 | 0.008 |
| Dissent | - | - | 28 | 86066972 | 28 | 86066972 | 99.992 |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |

Based on the aforesaid rules, I report that the Ordinary Resolution as contained in Item No. 2 of the Notice dated August 12, 2019 has been passed with requisite majority.



3. To appoint a Director in place of Mr. Punit Beriwala (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 | 16 | 3621 | 118 | 9961396 | 134 | 9965017 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 9961396 | 134 | 9965017 | 100.00 |

Based on the aforesaid rules I report that the Ordinary Resolution as contained in Item No. 3 of the Notice dated August 12, 2019 has been passed with requisite majority. The Vote casted by promoter group have been excluded.

4. To ratify the remuneration payable to M/s Vijender Sharma & Co., Cost Auditor, for conducting cost audit for the financial year ending March 31, 2020.

| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
|-------------|-----------------|-------|-------------------|----------|--------|----------|------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |

Based on the aforesaid rules I report that the Ordinary Resolution as contained in Item No. 4 of the Notice dated August 12, 2019 has been passed with requisite majority.



| 5. Re-appointment of Mr. Punit Beriwal (DIN: 00231682) as Managing Director of the Company | | | | | | | |
|---|-----------------|-------------|-------------------|----------------|------------|----------------|---------------|
| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 3621 | 118 | 9961396 | 134 | 9965017 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 9961396 | 134 | 9965017 | 100.00 |
| Based on the aforesaid rules I report that the Special Resolution as contained in Item No. 5 of the Notice dated August 12, 2019 has been passed with requisite majority. The Vote casted by promoter group have been excluded. | | | | | | | |

| 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 | | | | | | | |
|--|-----------------|-------------|-------------------|-----------------|------------|-----------------|------------|
| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 15 | 3541 | 118 | 86070113 | 133 | 86073654 | 100 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 15 | 3541 | 118 | 86070113 | 133 | 86073654 | 100 |
| Based on the aforesaid rules I report that the Special Resolution as contained in Item No. 6 of the Notice dated August 12, 2019 has been passed with requisite majority. | | | | | | | |



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

| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|-------------|-------------------|-----------------|------------|-----------------|---------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |

Based on the aforesaid rules I report that the Special Resolution as contained in Item No. 7 of the Notice dated August 12, 2019 has been passed with requisite majority.

8. Authority to sale/create Mortgage/Charge on the assets of the Company

| Particulars | Remote E Voting | | Voting at the AGM | | Total | | Percentage |
|--------------|-----------------|-------------|-------------------|-----------------|------------|-----------------|---------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |
| Dissent | - | - | - | - | - | - | - |
| Abstain | - | - | - | - | - | - | - |
| Total | 16 | 3621 | 118 | 86070113 | 134 | 86073734 | 100.00 |

Based on the aforesaid rules I report that the Special Resolution as contained in Item No. 8 of the Notice dated August 12, 2019 has been passed with requisite majority.

