

1st April, 2022

To,
The Manager – CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 530627

Dear Sir/Madam,

Sub.: Submission of Voting Results in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the resolutions set out in Postal Ballot Notice dated 28th February, 2022.

Pursuant to the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results in the prescribed format as required under the provisions of Section 108 and 110 of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, *inter-alia*, conducting postal ballot process through remote e-voting vide General Circulars No. 20/2021 dated 8th December, 2021 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 (“MCA Circulars”), and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“ICSI”).

CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.

The Members of the Company have approved the following resolutions with requisite majority through Postal Ballot process, result of which is declared on 1st April, 2022 and same shall be deemed to have been passed on 31st March, 2022, being the last date of remote e-voting:



| Sr No. | Particulars | Nature of Resolution |
|--------|---|----------------------|
| 1. | Adoption of new set of Articles of Association of the Company | Special Resolution |
| 2. | Increase in Authorised Share Capital and consequent amendment in Memorandum of Association of the Company | Special Resolution |
| 3. | Issue of Bonus Equity Shares | Ordinary Resolution |
| 4. | Approval of the Vipul Organics Limited - Employee Stock Option Scheme, 2022 of the Company | Special Resolution |

The result of e-voting on each resolution was determined considering the aggregate of votes cast by the members on each resolution through remote e-voting on which Scrutinizer has issued his Report. The results are also being uploaded on the website of the Company at www.vipulorganics.com and on the CDSL e-voting website i.e. www.evotingindia.com.

The copy of the Scrutinizers' Report and voting results are enclosed herewith for your reference.

Please take the same on your records.

Thanking you,

Yours faithfully,

For **VIPUL ORGANICS LIMITED**




Krina Sanghvi
Company Secretary & Compliance Officer
Membership No: A47242

Encl.: As above

| | |
|---|---------------------------------|
| Date of the Postal Ballot Notice | 28 th February, 2022 |
| Start Date of Remote e-voting | 2 nd March, 2022 |
| End Date of Remote e-voting | 31 st March, 2022 |
| Total number of shareholders on record date | 6269 |
| No. of Shareholders present in the meeting in person or through proxy: Promoters and Promoter Group: Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public | Not Applicable |
| Mode of voting | Postal Ballot - Remote e-voting |



Resolution No. 1:

| Resolution Required: (Special) | | | Special Resolution for adoption of new set of Articles of Association 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 valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot | 3462300 | 22188 | 0.6408 | 22187 | 1 | 99.9955 | 0.0045 |
| | TOTAL | 3462300 | 22188 | 0.6408 | 22187 | 1 | 99.9955 | 0.0045 |
| TOTAL | | 9915500 | 5151288 | 51.9519 | 5151287 | 1 | 99.9999 | 0.0001 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.



Resolution No. 2:

| Resolution Required: (Special) | | | Special Resolution for increase in Authorised Share Capital and consequent amendment in Memorandum of Association 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 valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot | 3462300 | 22189 | 0.6409 | 22188 | 1 | 99.9955 | 0.0045 |
| | TOTAL | 3462300 | 22189 | 0.6409 | 22188 | 1 | 99.9955 | 0.0045 |
| TOTAL | | 9915500 | 5151289 | 51.9519 | 5151288 | 1 | 99.9999 | 0.0001 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.



Resolution No. 3:

| Resolution Required: (Ordinary) | | Ordinary Resolution for issue of Bonus Equity Shares. | | | | | | |
|--|----------------|---|-------------------------------|--|------------------------------|--------------------------|---|---|
| Whether promoter / promoter group are interested in the agenda / resolution? | | Yes | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot | 3462300 | 22192 | 0.6410 | 22191 | 1 | 99.9955 | 0.0045 |
| | TOTAL | 3462300 | 22192 | 0.6410 | 22191 | 1 | 99.9955 | 0.0045 |
| TOTAL | | 9915500 | 5151292 | 51.9519 | 5151291 | 1 | 99.9999 | 0.0001 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.



Resolution No. 4:

| Resolution Required: (Special) | | | Special Resolution for approval of the Vipul Organics Limited - Employee Stock Option Scheme 2022 ("VOL - ESOS 2022") 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 valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot | 3462300 | 22192 | 0.6410 | 21789 | 403 | 98.1840 | 1.8160 |
| | TOTAL | 3462300 | 22192 | 0.6410 | 21789 | 403 | 98.1840 | 1.8160 |
| TOTAL | | 9915500 | 5151292 | 51.9519 | 5150889 | 403 | 99.9922 | 0.0078 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Vipul Organics Limited
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West),
Mumbai- 400053

Dear Sir,

I, CS Manish Baldeva, Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane was appointed as Scrutinizer by the Board of Directors of **Vipul Organics Limited** ("Company") in its meeting held on 28th February, 2022 for the purpose of scrutinizing the postal ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and General Circulars No. 20/2021 dated 8th December, 2021 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 respectively ("MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on "General Meetings" ("SS - 2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations in respect of the resolutions as mentioned in the Notice of Postal Ballot dated 28th February, 2022.

I submit my report as under:

1. The Company dispatched Postal Ballot notice along with the statement setting out material facts under Section 102 of the Act and remote e-voting instructions electronically only through email on 28th February, 2022, to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent or with their respective Depository / Depository Participant and whose names appear in the Register of Members of the Company / List of Beneficial Owners as maintained by the Depositories as on 25th February, 2022 ("cut-off date").
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules thereof including Circulars in respect of the resolutions contained in the Postal Ballot Notice. My responsibility as Scrutinizer is restricted to make the Scrutinizer's Report on the votes cast 'in favour' or 'against' the resolution stated in the Postal Ballot Notice dated 28th February, 2022 based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide e-voting facility.
3. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and as required under said Circulars, the Company has published an advertisement regarding dispatch of Postal Ballot Notice to eligible members through e-mail in accordance



with the said Circulars, in English newspaper "Business Standard" and in the Marathi newspaper "Mumbai Lakshadweep" published on 1st March, 2022.

4. The voting rights of members were considered in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday, 25th February, 2022.
5. In terms of the aforesaid Notice, the remote e-voting commenced on Wednesday, 2nd March, 2022 at 09.00 a.m. (IST) and ended on Thursday, 31st March, 2022 at 05.00 p.m. (IST) (both days inclusive).
6. Votes cast upto the close of working hours i.e. 05:00 p.m. on Thursday, 31st March, 2022 i.e. the last date and time fixed by the Company for remote e-voting has been considered for the purpose of this report.
7. The remote e-voting was reconciled with the Register of Members / List of Beneficiaries of the Company as on cut- off date as provided by the Depository Participants (DP) / Registrar and Share Transfer Agent ('RTA') of the Company.
8. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice are as under:





Resolution No. 1:

| Resolution Required: (Special) | | Special Resolution for adoption of new set of Articles of Association 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 valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | Postal Ballot | 3462300 | 22188 | 0.6408 | 22187 | 1 | 99.9955 | 0.0045 |
| | TOTAL | 3462300 | 22188 | 0.6408 | 22187 | 1 | 99.9955 | 0.0045 |
| TOTAL | | 9915500 | 5151288 | 51.9519 | 5151287 | 1 | 99.9999 | 0.0001 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.





Resolution No. 2:

| Resolution Required: (Special) | | | Special Resolution for increase in Authorised Share Capital and consequent amendment in Memorandum of Association 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 valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | Postal Ballot | 3462300 | 22189 | 0.6409 | 22188 | 1 | 99.9955 | 0.0045 |
| | TOTAL | 3462300 | 22189 | 0.6409 | 22188 | 1 | 99.9955 | 0.0045 |
| TOTAL | | 9915500 | 5151289 | 51.9519 | 5151288 | 1 | 99.9999 | 0.0001 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.





Resolution No. 3:

| Resolution Required: (Ordinary) | | Ordinary Resolution for issue of Bonus Equity Shares. | | | | | | |
|--|----------------|---|-------------------------------|--|------------------------------|--------------------------|---|---|
| Whether promoter / promoter group are interested in the agenda / resolution? | | Yes | | | | | | |
| Category | Mode of Voting | No. of Shares held (1) | No. of valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | Postal Ballot | 3462300 | 22192 | 0.6410 | 22191 | 1 | 99.9955 | 0.0045 |
| | TOTAL | 3462300 | 22192 | 0.6410 | 22191 | 1 | 99.9955 | 0.0045 |
| TOTAL | | 9915500 | 5151292 | 51.9519 | 5151291 | 1 | 99.9999 | 0.0001 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.





Resolution No. 4:

| Resolution Required: (Special) | | | Special Resolution for approval of the Vipul Organics Limited - Employee Stock Option Scheme 2022 ("VOL - ESOS 2022") 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 valid votes polled (2) | % of Votes 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 | Postal Ballot | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| | TOTAL | 6453100 | 5129100 | 79.4827 | 5129100 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | Postal Ballot | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | TOTAL | 100 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Non Institutions | Postal Ballot | 3462300 | 22192 | 0.6410 | 21789 | 403 | 98.1840 | 1.8160 |
| | TOTAL | 3462300 | 22192 | 0.6410 | 21789 | 403 | 98.1840 | 1.8160 |
| TOTAL | | 9915500 | 5151292 | 51.9519 | 5150889 | 403 | 99.9922 | 0.0078 |

Invalid votes: Nil

Result: The resolution passed with requisite majority.





Based on the aforesaid result, the resolutions as mentioned above shall be deemed to have been passed with requisite majority on 31st March, 2022, being the last date of remote e-voting for the members of the Company.

The relevant records relating to e-voting shall remain in my safe custody until the Chairman considers and approves the same and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place: Thane
Date: 1st April, 2022



For M Baldeva Associates
Company Secretaries

CS Manish Baldeva
Proprietor
M. No. FCS 6180; C.P. No. 11062
UDIN: F006180D000004464

Countersigned by

For Vipul Organics Limited



Chairman / Authorised Signatory