

16th September, 2021

To,
The Manager – CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 530627

Dear Sir,

Sub.: Proceedings of 49th Annual General Meeting (AGM) held on Thursday, the 16th day of September, 2021.



Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 49th Annual General Meeting ("AGM") of the Members of the Company held on Thursday, the 16th day of September, 2021 at 10:30 a.m. conducted through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and concluded at 11.06 a.m.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **VIPUL ORGANICS LIMITED**



Kinjal Shah
Company Secretary & Compliance Officer
Membership No: A58678

Encl.: As above

PROCEEDINGS OF THE 49TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON THURSDAY, 16TH SEPTEMBER, 2021

In view of continuing COVID-19 pandemic situation, the 49th Annual General Meeting ("AGM") of the Members of the Company was held on Thursday, 16th September, 2021 at 10:30 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without physical presence of the Members at a common venue, in compliance with the guidelines issued by the Ministry of Corporate Affairs ("MCA") vide General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide its Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021.

The meeting commenced at 10:40 a.m. and concluded at 11.06 a.m.

Directors and KMP Present:

- 1) Mr. Vipul P. Shah, Managing Director;
- 2) Mr. Prasannakumar Gawde, Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee;
- 3) Dr. Shiv Nath Sahai, Non-Executive Director;
- 4) Mr. Mihir V. Shah, Whole-Time Director & Chief Financial Officer of the Company;
- 5) Mrs. Megha S. Bhati, Independent Director; and
- 6) Ms. Kinjal Shah, Company Secretary & Compliance Officer.

Other representatives:

- 1) Mr. R. A. Kuvadia representative of M/s. R. A. Kuvadia & Co; Chartered Accountants, Statutory Auditors of the Company;
- 2) Mr. Manish Baldeva, of M/s. M Baldeva Associates, Company Secretaries, Secretarial Auditors of the Company and Scrutinizer for the meeting.

Quorum of the Meeting:

Total 54 members attended the AGM through Video Conferencing ("VC") / Other Audit Visual Means ("OAVM").

Brief Proceedings:

Mr. Vipul P. Shah, Managing Director of the Company, chaired the meeting. As the requisite quorum was present, the Chairman called the meeting to order. He welcomed the Board Members, Key Managerial Personnel, Auditors and Members participating in the meeting.

The Chairman informed the members present that:

- The Notice convening the 49th AGM and the Annual Report containing the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 along with Board of Directors' Report and Auditors' Report thereon along with relevant annexures have been circulated to the members of the Company through email within the statutory time period;
- This meeting is being held through video conference in accordance with the circulars issued by the MCA and the SEBI and the participation of members through video conferencing system is reckoned for the purpose of ascertaining the quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.
- The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements as maintained under Sections 170 and 189 of the Companies Act, 2013 respectively and other documents were made available for inspection to the members, who had requested.
- Since the Statutory Auditors' Report did not contain any qualifications, reservations or adverse remarks or disclaimer, it was not required to be read.
- The attention of the meeting was drawn to the observations and comments made by the Secretarial Auditors in their Report and to the explanation provided in the Board of Directors' Report on the same.

The Chairman briefed the members present at the meeting about the progress & achievements of the Company during the last financial year and future plans of the Company. With the permission of the shareholders present, the notice of the AGM was taken as read.

The Chairman informed the meeting that as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and

Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings (SS-2) issued by ICSI, the Company had provided remote e-voting facility to its members to vote on the matters to be transacted at the 49th AGM. He further informed the members that to facilitate the voting during the 49th AGM to the members present thereat and did not cast their vote earlier through remote e-voting facility, and who are participating in this meeting will have an opportunity to cast their votes through the e-voting system provided by the Central Depository Services (India) Limited ("CDSL") as made available during the meeting and remained open till 15 minutes after the conclusion of the 49th AGM.

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

The following items of business, as per the Notice of 49th AGM dated 8th June, 2021 were transacted at the meeting:

Item No.	Agenda Items	Type of Resolution
ORDINARY BUSINESS		
1.	For adoption of - (a) The Standalone Audited Financial Statements of the Company for the financial year ended 31 st March, 2021 together with the reports of the Board of Directors' and Auditors' thereon; and (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2021 together with the reports of Auditors' thereon.	Ordinary
2.	For declaration of dividend on the Equity Shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2021.	Ordinary
3.	For appointment of a director in place of Mr. Mihir V. Shah, (DIN: 05126125), who retired by rotation and being eligible, offered himself for re-appointment.	Ordinary

SPECIAL BUSINESS		
4.	For revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125) Whole Time Director & Chief Financial Officer of the Company.	Special
5.	For revision in remuneration payable to Mr. Vipul P. Shah (DIN: 00181636) Managing Director of the Company.	Special

One shareholder attending the meeting through video-conferencing means, expressed her views / sought clarifications on various issues relating to the business and operations of the Company more particularly during the current COVID-19 pandemic situation., The Chairman of the meeting responded to her queries and provided suitable clarifications.

Ms. Kinjal Shah then thanked the members and other dignitaries present in the meeting and informed to the members present that the consolidated results of the remote e-voting and e-voting during the 49th AGM will be declared within 2 working days of conclusion of the 49th AGM and will be displayed at the Registered Office of the Company situated at 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400053, and the same will also be made available on the Company's website viz. www.vipulorganics.com and on the website of CDSL viz. www.evotingindia.com and will be communicated to the BSE Limited, where the shares of the Company are listed.

The meeting concluded with a vote of thanks to the Chair.

For **VIPUL ORGANICS LIMITED**


Kinjal Shah
Company Secretary & Compliance Officer
Membership No: A58678

