

42nd
Annual Report & Accounts
2015-16



VIPPY INDUSTRIES LTD.

An ISO 9001:2008 Certified Company



Board of Directors	: Shri Rahul Mutha (Managing Director) Shri Praneet Mutha (Joint Managing Director) Dr. K. Savagaon Shri Sajeve Deora Dr. Shailendra Karnawat Smt. Usha Mutha (Woman Director) Shri Pradeep Pandurang Mahajan
Auditors	: M/s. Sodani & Company Chartered Accountants
Cost Auditors	: M/s. M. Goyal & Company
Sr. Manager (Legal) & Company Secretary	: Shri Prakash Chakrawarti
Registered Office	: 28 , Industrial Area, A.B. Road, Dewas- 455001 (M.P.) Phone: 07272-258545, 6 Fax: 07272-258552
Works Office	: 28, 29 & 30 Industrial Area, A.B. Road, Dewas -455001 (M.P.) Phone: 07272-258545, 6 Fax: 07272-258552
Registrar & Share Transfer Agent	: Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P.)-452010 Ph. 0731-4281333, 4065799, 4065797 Fax No. 0731- 4065798

Contents	Page
Notice of AGM	1-8
Directors' Report	9-42
Auditors' Report	43-49
Balance Sheet	50
Statement of Profit and Loss	51
Cash Flow Statement	52
Notes to the Financial Statements	53-64
Consolidated Financial Statements	65-85



NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Company will be held on Friday, 30th day of September, 2016 at 9.30 a.m. at the Registered Office of the Company situated at 28, Industrial Area, A. B. Road, Dewas-455001 (M. P.) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone & consolidated Financial Statements of the Company for the year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Usha Mutha (DIN: 00409255) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution relating to re-appointment of the Auditors of the Company :

“RESOLVED THAT M/s. Sodani & Co., Chartered Accountants (Firm Registration No. 000880C), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to do Statutory Audit of the Company's accounts including its branch offices for the Financial Year 2016-17 on a remuneration as may be fixed by the Board of Directors of the Company and that be paid, in addition, out of pocket and/or travelling expenses as may incur in carrying out their duties as such Auditors.”

SPECIAL BUSINESS

4. To appoint Shri Pradeep Pandurang Mahajan (DIN: 07523147) as Independent Director and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Pradeep Pandurang Mahajan (DIN: 07523147), who was appointed as a Independent Director as an Additional Director who holds office upto the date of Annual General Meeting and respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Independent Director of the Company to hold office for five consecutive years for a term up to 17th June 2021 and whose office shall not be liable to retire by rotation.”

5. To approve the remuneration of the Cost Auditors for the financial year ended 31st March, 2017 and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M.Goyal & Co., Cost Accountants, Jaipur, (Reg. No. 000051) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting;

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-



enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the consent of the Company be and is hereby accorded for the re-appointment of Shri Praneet Mutha (DIN- 00424250), as a Whole Time Director, designated as Joint Managing Director for a period of two (2) years w.e.f 01.04.2016 on the terms and conditions of appointment including remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER THAT the remuneration as set out in the enclosed statement be paid as minimum remuneration to Shri Praneet Mutha.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such act, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper.”

By Order of the Board
For Vippy Industries Ltd.

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary

Place: Dewas
Date: 27th August, 2016
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area, A.B. Road,
Dewas- 455001 (M.P.)
Tele: 07272-258545, 6 Fax: 07272-258552
Email: admin@vippysoya.com
website: www.vippysoya.com

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
3. The register of members and share transfer books will remain closed from Saturday, 24th day of September, 2016 to Friday 30th day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. Members/proxies who wish to attend the meeting are requested to bring the attendance slip duly filled and deliver the same at the entrance of the Meeting Hall.
5. Members who hold the shares in dematerialized form are requested to bring details of their DP and client ID number for easier identification and attendance at the meeting.
6. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. The route map showing directions to reach the venue of the 42nd AGM is annexed.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



9. The Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Annual Report 2015-16 will also be available on the Company's website viz. www.vippysoya.com.
10. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
11. The Board of Directors has appointed Shri Shilpesh Dalal of M/s. Shilpesh Dalal & Co., Practicing Company Secretaries (Membership No. FCS 5316) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
12. The facility for voting, by polling paper shall be available at the AGM and The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
13. Members are requested to notify immediately any change of address to their depository Participant(DPs) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agent (RTA), M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore(M.P.)-452010, in respect of their physical share folio, if any.
14. Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
15. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favor or against, if any, to the Chairman in writing who shall countersign the same.
16. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vippysoya.com within three days of the passing of the resolutions at the AGM of the Company & website of CDSL.
17. Voting through electronic means
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at 42nd Annual general Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The Company has entered into an arrangement with Central Depository Services Limited for facilitating e-voting for AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27th day of September 2016 at 9.00 a.m. and ends on Thursday, 29th day of September, 2016 at 5.00 p.m.
During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 23rd day of September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evoting.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

NOTE: Please keep the sequence number in safe custody for future e-voting.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Vippy Industries Ltd on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

Shri Pradeep Pandurang Mahajan, is B.V.Sc. and M.V.Sc. Nutrition. He has working experience of 20 years as animal nutritionist with major animal feed manufacturers and allied businesses.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Pradeep Pandurang Mahajan is appointed as an Independent Director (Additional Director) for 5 consecutive years up to 17th June, 2021 subject to approval of shareholders at ensuing Annual General Meeting. A notice has been received along with deposit of requisite amount from a member proposing Shri Pradeep Pandurang Mahajan as a candidate for the office of Director of the Company.

In the opinion of the Board, Shri Pradeep Pandurang Mahajan fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Pradeep Pandurang Mahajan as an Independent Director.

None of the Directors / Key Managerial Personnel (KMP) of the Company /their relatives are in any way, concerned or interested, financially or otherwise in these resolutions.

The Board of Directors recommends the said resolutions set out at item nos. 4 of the notice for your approval by ordinary resolution.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. M.Goyal & Co., Cost Accountants, Jaipur, (Reg. No.000051) the Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2016-17 at a remuneration of ₹45000/- in addition to out of pocket and/or travelling expenses as may incur in carrying out their duties as such Cost Auditors, in accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company /their relatives are, in any way concerned or interested, financially or otherwise, in the said resolution set out at item no.5 of the notice.

The Board of Directors recommends the said resolution set out at item no.5 of the notice for your approval by Ordinary Resolution.

Item No. 6

After considering the present scenario, size and nature of operations of the Company and wide experience and knowledge of Shri Praneet Mutha in the soya extraction industry, the Nomination & Remuneration Committee approved the terms, conditions including remuneration as per Company's Remuneration Policy and recommended to the Board of Directors for the re-appointment of Shri Praneet Mutha as the Whole Time Director designated as Joint Managing Director w.e.f. 01st April, 2016 for the further period of 2 years, whose terms has expired on 31.03.2016.

The Board of Directors has considered that under his tenure the Company has benefited in its overall operations & his devotion, vision and experience are essential for the continuing growth of the Company. Hence the Board of Directors at their meeting held on 11.03.2016 re-appointment him as a Whole Time Director designated as Joint Managing Director of the Company w.e.f. 01st April, 2016 for the further period of 2 years on the following terms and conditions including remuneration :



- I. Basic Salary: ₹5,25,000/- (Rupees Five Lacs Twenty Five Thousands) per month in the Scale of ₹5,25,000/- ₹50,000/- ₹5,75,000/- Annual Increment of ₹50,000/- shall be payable on 1st April each year.
- II. Perquisites & Allowances: subject to ceiling of ₹ 10.00 Lacs per annum.
 - a) Electricity: Expenditure incurred on Water & Electricity at residence will be provided by the Company and shall be valued as per the Income Tax Rules 1962.
 - b) Leave: Leave as per the Rules of the Company.
 - c) Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and family subject to a ceiling of one month's salary or two months' salary over a period of two years, as per rules of the Company.
 - d) Club Fees: Payment of Club Fees, Subject to a maximum of two clubs excluding life membership fees.
 - e) Telephone: Free Telephone and mobile facility at residence for official use.
 - f) Car with Driver: Free use of one car with driver for official use.
 - g) Personal Accident Insurance: payment of personal accident insurance premium.
 - h) Other benefits, perquisites and allowance as specified from time to time as per Company's Rules.

Contribution to provident fund to the extent not taxable under the Income Tax Act 1961, and Gratuity as per rules of the Company are excluded from the aforesaid limits.

Sitting fees will not be paid for attending meetings of the Board of Directors or Committee thereof.

Except Shri Praneet Mutha himself & Smt. Usha Mutha, Woman Director (mother of Shri Prannet Mutha) none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution set out at item no.6 of the notice.

Board of Directors recommends resolution, as set out in item No. 6 of the notice for your approval by Ordinary Resolution.

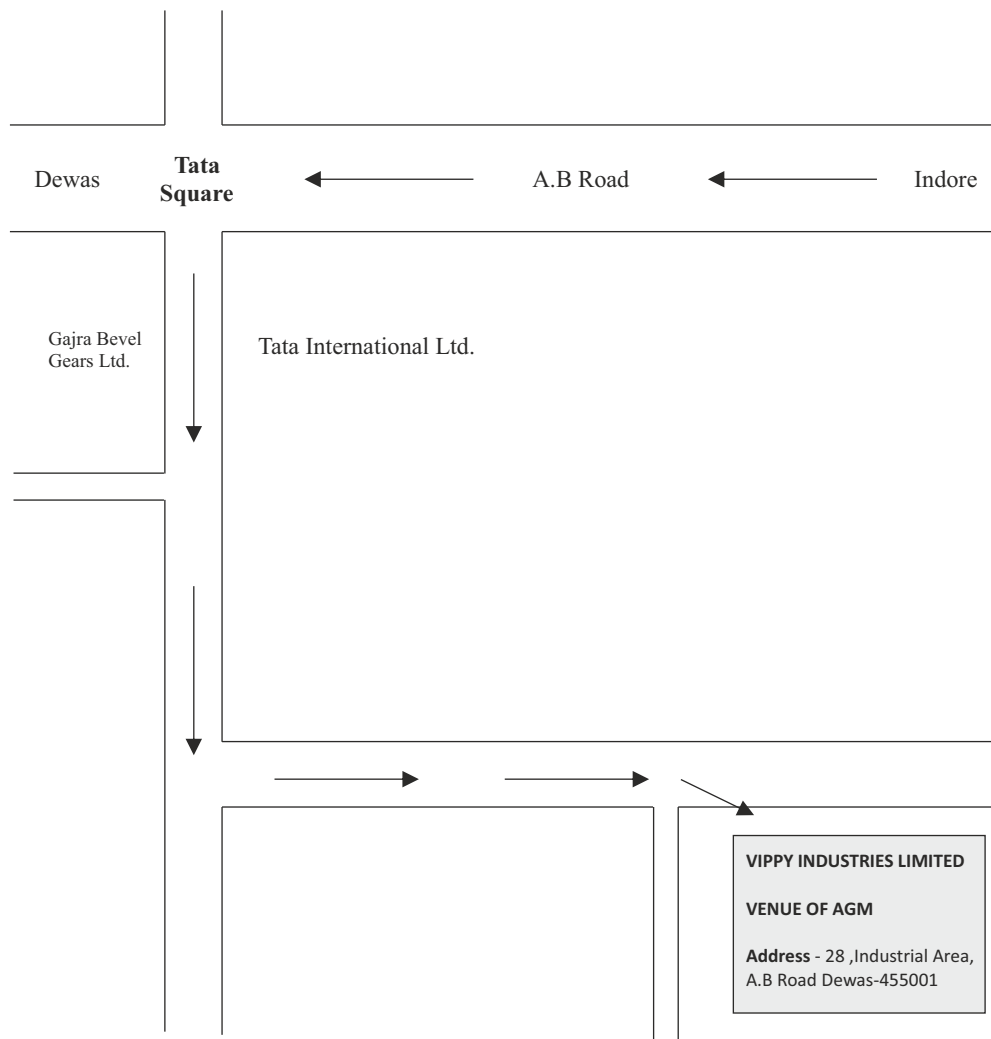
By Order of the Board
For Vippy Industries Ltd.

Place: Dewas
Date: 27th August, 2016
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area, A.B. Road,
Dewas- 455001 (M.P.)
Tele: 07272-258545, 6 Fax: 07272-258552
Email: admin@vippysoya.com
website: www.vippysoya.com

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary



Route Map-Venue of 42nd Annual General Meeting of the Company



**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting to you the 42nd Annual Report including the Audited Financial Statements for the year ended 31st March, 2016.

FINANCIAL RESULTS

The summary of the financial results for the financial year ended 31st March ,2016 and previous year are as follows:

(₹ in Crores)

Particulars	March 31,2016	March 31,2015	March 31,2016	March 31,2015
	Standalone		Consolidated	
Income				
Revenue from Operations	821.55	954.90	821.55	954.90
Other Income	5.47	6.28	5.47	6.28
Total Revenue	827.02	961.18	827.02	961.18
Profit before finance cost, depreciation and amortization & tax	33.43	25.96	33.43	25.96
Finance Costs	1.17	4.37	1.17	4.37
Depreciation and amortization expenses	7.17	2.40	7.17	2.40
Profit before Tax	25.09	19.19	25.09	19.19
Less: Tax Expenses				
Current Tax	9.48	6.57	9.46	6.57
MAT Credit Entitlement	(0.48)	(2.51)	(0.48)	(2.51)
Profit/(loss) before Share of Associates	16.09	15.13	16.11	15.13
Share of Loss of Associates	-	-	0.05	-
Profit for the year	16.09	15.13	16.06	15.13
Earning per equity share				
Basic & Diluted	1.00	0.94	1.00	0.94

OPERATIONAL PERFORMANCE & STATE OF COMPANY'S AFFAIRS**Standalone**

During the year ended 31st March,2016,total turnover of your Company was ₹ 827.02 Crores as compared to ₹ 961.18 Crores in the previous year .The year under review net profit was ₹ 16.09 Crores as against net profit ₹15.13 Crores in the previous year.

The higher price of soya bean in domestic market due to lower domestic crop and lower realization for end products namely soya meal and oil, caused a drastic fall in crushing operation. The above primary factors continuing affected the operating performance of your company during the year under review.

The Company is also engaged in generation of power through Solar Power (Renewal Energy) for captive consumption.

Consolidated

During the year ended 31st March,2016 , consolidated total turnover of your Company was ₹ 827.02 Crores as compared to ₹ 961.18 Crores in the previous year .The year under review consolidated net profit was ₹ 16.06 Crores as against net profit ₹15.13Crores in the previous year.

**RESERVES**

There is no amount proposed to be carried to any Reserve.

DIVIDEND

With a view of conserving resources, your Directors do not recommended any dividend for the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended 31st March ,2016, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March,2016 and of the profit of the Company for the year ended on that date ;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Shri Pradeep Pandurang Mahajan is appointed as an Independent Director for 5 consecutive years up to 17th June, 2021 subject to approval of shareholders in ensuing Annual General Meeting. A notice has been received along with deposit of requisite amount from a member proposing Shri Pradeep Pandurang Mahajan as a candidate for the office of Director of the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Smt. Usha Mutha Woman Director , will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for her re-appointment as Director. The Company has received a proposal from shareholder of the Company proposing candidature to re-appoint her as Director.

During the year under review, the members at Annual General Meeting, confirmed the appointments of Smt. Usha Mutha as an Woman Director, liable to retire by rotation.

The Company has received declaration from all Independent Directors of the Company confirming that they meet criteria of independence as prescribed under section 149(6) of the Companies Act, 2013.

The Board of Directors in its meeting held on 11.03.2016 re- appointed Shri Praneet Mutha (DIN: 00424250) as Whole Time Director designated as Joint Managing Director for a further period of 2 years w.e.f.01.04.2016.

PROGRESS ON REHABILITATION SCHEME SANCTIONED BY HON'BLE BIFR

The Hon'ble Board For Industrial and Financial Reconstruction (BIFR) declared the Company as a sick Company vide its order dated 18th October, 2002 under the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA) and sanctioned a Rehabilitation Scheme vide its order dated 04.10.2007 with the cut off date fixed as 31st March,2007. The Rehabilitation Scheme came into effect from the date of issue of the sanctioned scheme and its provisions are binding on all concerned.

The Scheme of rehabilitation is yet under implementation, and the Company is yet to realise the benefits as provided within the Rehabilitation Scheme as sanctioned particularly, the reliefs & concessions:



In respect of Exemption towards Commercial Tax, Central Sales Tax, Value Added Tax and Entry Tax as mentioned in para 17E(iv) of Rehabilitation Scheme is to be sanctioned from State Govt. of Madhya Pradesh, which is considered material to success of Rehabilitation Scheme.

The Company had filed various Writ Petitions before Hon'ble High Court of Madhya Pradesh, Indore Bench, under Article 226 of Constitution of India seeking direction to the Commercial Tax Department of M.P./State Govt. to comply and implement the relief and concessions as contained in the Rehabilitation scheme towards exemption from Commercial Tax, Central Sales Tax, Value Added Tax and Entry Tax and the Hon'ble High Court vide its separate two orders given a directions to the State Government for taking appropriate decision in the matter at the earliest, on the basis of the scheme sanctioned by the BIFR keeping in view the provisions contained in Sick Industrial Companies (Special Provisions) Act, 1985 SICA & also given direction to the State Govt. of Madhya Pradesh to take appropriate steps and decide the matter expeditiously respectively in first & second order, and the said matter is pending with the State Govt. of Madhya Pradesh for their consideration.

INSURANCE

Assets of the Company are adequately insured.

RELATED PARTY TRANSACTIONS

There were no contracts or arrangements entered into by the Company in accordance with provisions of section 188 of the Companies Act, 2013 except payment of remuneration to Managing Director & Whole Time Director during the year. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company except payment of remuneration to Managing Director & Whole Time Director during the year.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Board had adopted the risk management policy for the Company. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Company Assets and Property, Employees, Foreign Currency Risks, Operational Risks, Non-compliance of statutory enactments, Competition Risks, Contractual Risks. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, not reportable material weakness in the design or operation were observed.

SUBSIDIARIES, ASSOCIATE & JOINT VENTURE COMPANIES

Companies have no subsidiaries and joint venture companies. As on March 31st, 2016 your company has one Associate Company i.e. Vipro Exim Ltd. Your company has prepared Consolidated Financial Statement of the company which forms part of this Annual Report. Further, a Statement containing salient features of Financial statements of associate company in the prescribed form AOC-1 attached with the financial statements, pursuant to section 129 (3) of the companies Act 2013. During the year ended 31st March 2016, the total revenue of the Vippro Exim Ltd. was ₹ 1.71 Lacs as compared to ₹ 1.88 Lacs in the previous year & during the year under review the loss was ₹ 10.90 Lacs as against to ₹ 4.76 Lacs in the previous year.

DISCLOSURES

Particulars of Loan given, Investments made, Guarantee given and Securities provided under section 186 of the Companies Act, 2013

There are no Loans, Guarantees and Investments and Securities provided which are covered under the provisions of the Section 186 of the Companies Act, 2013.

Conservation of Energy, Technical Absorption and Foreign Exchange Earning & Outgo

The Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134 (3) (m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are provided in Annexure -I to this Report.

**Committees of the Board****Audit Committee**

The Audit Committee comprises Shri Sajeve Deora, Independent Director (Chairman) Dr. K. Savagaon, Independent Director and Shri Rahul Mutha, Managing Director as other members.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises Dr. K. Savagaon, Independent Director (Chairman), Dr. Shailendra Karnawat, Independent Director and Shri Rahul Mutha, Managing Director as other members.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises Dr. K. Savagaon, Independent Director (Chairman), Shri Sajeve Deora, Independent Director, Dr. Shailendra Karnawat, Independent Director and Shri Praneet Mutha, Joint Managing Director as other members.

CSR Committee

The CSR Committee comprises Shri Sajeve Deora, Independent Director (Chairman) Dr. Shailendra Karnawat, Director and Shri Rahul Mutha, Managing Director as other members.

Delisting Committee

The Delisting Committee comprises Dr. K. Savagaon, Independent Director (Chairman) Dr. Shailendra Karnawat, Independent Director and Shri Rahul Mutha, Managing Director as other members. Since all formalities have been concluded with respect to delisting/exit offer, therefore the Delisting Committee dissolved w.e.f 20.04.2016.

Remuneration Policy

The Company has a Remuneration policy for Directors, Key Managerial Personnel & other employee's. The emuneration Policy is annexed herewith as Annexure- II to this Report.

Vigil Mechanism / Whistle Blower Policy

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the Company has adopted a vigil mechanism policy. This policy may be accessed on the Company's website at the www.vippysoya.com.

Meeting of Directors

Board met seven (7) times during the year under review on 15.05.2015, 30.06.2015, 08.08.2015, 23.09.2015, 30.10.2015, 30.01.2016 and 11.03.2016. During the year under review One(1) Board meeting of Independent directors was held on 11.03.2016.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as Annexure –III to this Report.

AUDITORS & AUDITORS'REPORT**Statutory Auditors**

M/s. Sodani & Co., Chartered Accountants (Firm Registration No.000880C), Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within prescribed limits under the Act. The Board recommends their re-appointment to conduct audit of accounting records of the Company including its branch offices.

There being no reservation, qualification or adverse remark in the Auditors' Report, no explanation on part of the Board of Directors is called for.

**Cost Auditors**

M/s. M.Goyal & Co., Cost Accountants, Jaipur, (Reg. No.000051) has been appointed as Cost Auditors of the Company to conduct audit of cost accounting records of the Company for the year 2016-17.

Secretarial Auditors

The Board has appointed M/s Shilpesh Dalal & Co.(CP No.: 4235) Practicing Company Secretaries , to conduct secretarial audit for the year 2016-17. The Secretarial Audit Report for the financial year ended 31.03.2016, is annexed herewith as Annexure-IV .The Secretarial Audit Report does not contain any reservation, qualification or adverse remark and no explanation on part of the Board of Directors is called for.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility Committee had framed and recommended to the Board a Corporate Social Responsibility Policy (CSR Policy), indicating the activities to be undertaken by the Company, which had been approved by the Board.

During the year, the Company has undertaken directly and indirectly various initiatives focused on promoting education including capacity building for farmers covering best sustainable farm management practices, training agriculture labour on skill development, near to the areas where the Company operate. During the year, the CSR amount which was to be spent was ₹56,52,391 out of which the Company has spent ₹19,26,291 on CSR activities in the year 2015-16.

The Company is working on identified projects for carrying out CSR activities and the expenditure on these projects shall be accounted for as and when incurred. However, during the year the Company did not spend fully amount as required due to inability to expand the existing CSR projects.

The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure-V and forms an integral part of this Report. The CSR Policy is annexed herewith as Annexure- VI to this Report.CSR Policy may be accessed on the Company's website at the www.vippysoya.com .

COMPANY POLICY FOR PROMOTION OF EMPLOYMENT OF YOUTH COMING FROM THE UNDER-PRIVILEGED/DISADVANTAGED SECTION OF THE SOCIETY

The people are recruited in the Company on the basis of their qualification/eligibility and merits without any discrimination against their gender, religion, caste, colour, ancestry, marital status, nationality and disability, and among equally qualified individuals, preference are given to people from the disadvantaged groups.

The Company also conducts training programme as required from time to time for up-skilling, training of employees from socially disadvantaged sections of society.

ENVIRONMENT, POLLUTION CONTROL MEASURES & SAFETY, HEALTH

Your Company is also committed to strengthen pollution prevention and waste management practices and to provide a safe and healthy environment. The Company has complied with various emission standards and other environmental requirements as per pollution control norms.

GENERAL

Yours directors state that no disclosures or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

-details relating to deposits covered under chapter V of the companies Act,2013

-Issue of shares during the year

-no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.



No material changes and commitments have occurred after the close of the year till date of this Report, which affect the financial position of the Company.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

Yours Directors place on record their appreciation for committed services by the Company's executive, staff and workers.

The Directors also appreciate the valuable co-operation and continued support extended by the banks, shareholders, customers and vendors during the year.

For on behalf of the Board

Dewas
27th August, 2016

Rahul Mutha
Managing Director
(DIN : 00424128)

Praneet Mutha
Joint Managing Director
(DIN : 00424250)


Annexure-I
Details of conservation of energy, technology absorption, foreign exchange earnings and outgo
(a) Conservation of energy

(i)	the steps taken or impact on conservation of energy	Replaced 60 number tube fitting 2*36 W to LED 30W in packing section.
(ii)	the steps taken by the company for utilizing alternate sources of energy	Installation of 1MW solar plant at Ichawar (Distt - Sihore, M.P.) for captive use.
(iii)	the capital investment on energy conservation equipments	NIL

(b) Technology absorption

(i)	the efforts made towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NIL
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	NIL

**(c) Foreign exchange earnings and Outgo**

Particulars	Year ended 31.03.2016 (₹ In Crores)
1. Foreign Exchange earned in terms of Actual Inflows(FOB basis)	265.65
2. Foreign Exchange outgo in terms of Actual Outflows(FOB basis)	9.47

For on behalf of the Board

Dewas
27th August,2016

Rahul Mutha
Managing Director
(DIN : 00424128)

Praneet Mutha
Joint Managing Director
(DIN : 00424250)



Annexure-II**Remuneration Policy****INTRODUCTION**

The Nomination and Remuneration Policy adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee in compliance of Section 178 of the Companies Act, 2013 .

BRIEF OVERVIEW UNDER COMPANIES ACT 2013

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors .
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Such policy shall be disclosed in the Board's report.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.

CRITERIA FOR DETERMINING THE FOLLOWING:**Qualifications for appointment of Directors (including Independent Directors):**

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.
- Their industrial experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under .

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

**Positive attributes of Directors (including Independent Directors):**

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under .

Criteria for appointment of KMP/Senior Management:

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct

POLICY RELATING TO APPOINTMENT & REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- No director/KMP/ other employee is involved in deciding his or her own remuneration.
The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration & It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
 - Responsibilities and duties;
 - Time & efforts devoted; Value addition;
 - Profitability of the Company & growth of its business;
 - Analyzing each and every position and skills for fixing the remuneration yardstick;
 - Standards for certain functions where there is a scarcity of qualified resources.
 - Ensuring tax efficient remuneration structures.
 - Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low.
 - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organization.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.



Annexure-III

**FORM MGT-9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS	
i) CIN	U15142MP1973PLC001225
ii) Registration Date	29.09.1973
iii) Name of the Company	Vippy Industries Ltd.
iv) Category/Sub-category of the Company /class of the Company	Company limited by Shares/Non-govt Company/Public Company
v) Address of the Registered Office and contact details	28, Industrial Area, A.B. Road, Dewas - 455001(M.P.) Phone: 07272-258545, 6 Fax: 07272-258552
vi) Whether listed company	No
vii) Name , Address & contact details of the Registrar & Transfer Agent, if any.	Ankit Consultancy Pvt. Ltd. 60,Electronic Complex, Pardeshipura, Indore (M.P.) -452010 Ph. 0731-4281333,4065799 Fax.0731- 4065798
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10% or more of the total turnover of the company	As per Attachment A
III. PARTICULARS OF HOLDING ,SUBSIDIARY & ASSOCIATES COMPANY	
	As per Attachment B
IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
i) Category –wise Shareholding	As per Attachment C
ii) Shareholding of Promoters	As per Attachment D
iii) Change in Promoters Shareholding	As per Attachment E
iv) Shareholding Pattern of top ten Shareholders(other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v) Shareholding of Directors and Key Managerial Personnel	As per Attachment G
V. INDEBTEDNESS	
Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment H



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
A. Remuneration to Managing Director, Whole -time Directors and/or Manager	As per Attachment I
B. Remuneration to other Directors	As per Attachment J
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD	As per Attachment K
VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES	As per Attachment L

Attachment A
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated.

SI No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Soya De-oiled Cake	10406	61%
2.	Soya Oil	10402	28%

Attachment B
III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATES COMPANY

SI No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	Vipro Exim Ltd. Registered Office: Plot No. 33 , Shop No. 2 ,Ram Nagar Colony , A.B. Road,Dewas-455001(M.P.)	U01112MP1995PLC010151	Associate	45	2(6)


Attachment C
IV. SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)
(i) Category- wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	36877843	8851	36886694	22.97	37169176	29445	37198621	23.16	0.19
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	120287190	12300	120299490	74.92	120287190	12300	120299490	74.92	0
(e) Banks/FI	0	0	0	0	0	0	0	0	0
(f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	157165033	21151	157186184	97.89	157456366	41745	157498111	98.08	0.19
(2) Foreign									
(a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
(b) Other-Individuals	0	0	0	0	0	0	0	0	0
© Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks/FI	0	0	0	0	0	0	0	0	0
(e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2):-									
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	157165033	21151	157186184	97.89	157456366	41745	157498111	98.08	0.19
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	5445	24960	30405	0.02	5445	24960	30405	0.02	0
(b) Banks/FI	4200	281154	285354	0.18	4200	280454	284654	0.18	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt (s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	7700	7700	0	0	7700	7700	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0



i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B) (1):-	9645	313814	323459	0.20	9645	313114	322759	0.20	0
(2) Non Institutions									
(a) Bodies Corp.									
(i) Indian	91410	4626	96036	0.06	38841	54517	93358	0.06	0
(ii) Overseas	0	50000	50000	0.03	0	50000	50000	0.03	0
(b) Individuals									
(i)Individual shareholders holding nominal share capital upto ₹1 lakh	566171	2129954	2696125	1.68	479398	1960127	2439525	1.52	-0.16
(ii)Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0	0	0	0	0	0
(c) Others									
(i) NRI	7306	218486	225792	0.14	7106	166737	173843	0.11	-0.03
(ii)Clearing Member	0	0	0	0	0	0	0	0	0
Sub-total (B) (2):-	664887	2403066	3067953	1.91	525345	2231381	2756726	1.72	-0.19
Total Public Shareholding (B)= (B)(1)+(B)(2)	674532	2716880	3391412	2.11	534990	2544495	3079485	1.92	-0.19
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	157839565	2738031	160577596	100	157991356	2586240	160577596	100	0


Attachment D
(ii) Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Vimal Chand Mutha	124995	0.08	0.00	124995	0.08	0.00	0.00
2	Vimal Chand Mutha HUF	69537	0.04	0.00	69537	0.04	0.00	0.00
3	Praneet Mutha	11562604	7.20	0.00	11650581	7.26	0.00	0.06
4	Priti Mutha	325232	0.20	0.00	325232	0.20	0.00	0.00
5	Usha Mutha	1026781	0.64	0.00	1026781	0.64	0.00	0.00
6	Rahul Mutha	11492561	7.16	0.00	11591389	7.22	0.00	0.06
7	Piyush Mutha	11651504	7.26	0.00	11761526	7.32	0.00	0.06
8	Chandrakala Mutha	180025	0.11	0.00	180025	0.11	0.00	0.00
9	Sunita Mutha	208755	0.13	0.00	208755	0.13	0.00	0.00
10	Preethi Mutha	244700	0.15	0.00	244700	0.15	0.00	0.00
11	M/s.Rapee Fin.& Investment Pvt. Ltd.	187390	0.12	0.00	187390	0.12	0.00	0.00
12	Sungem Impex Pvt. Ltd.	30035800	18.70	0.00	30035800	18.70	0.00	0.00
13	M/s.Vippy Processors Pvt. Ltd.	12300	0.01	0.00	12300	0.01	0.00	0.00
14	Sunline India Enterprises Pvt. Ltd.	30000000	18.68	0.00	30000000	18.68	0.00	0.00
15	Starshine Enterprises Pvt. Ltd.	30000000	18.68	0.00	30000000	18.68	0.00	0.00
16	Moon Nutrients Pvt. Ltd.	30000000	18.68	0.00	30000000	18.68	0.00	0.00
17	Priceless Infotech Pvt. Ltd.	64000	0.04	0.00	64000	0.04	0.00	0.00
18	Rahul Mutha HUF	0	0	0	14600	0.01	0.00	0.01
19	Piyush Mutha HUF	0	0	0	500	0.00	0.00	0.00
	Total	157186184	97.89	0.00	157498111	98.08	0.00	0.19



Attachment E

(iii) Change in Promoters' Shareholding

Sl No.	Shareholding at the beginning of the year(As on 01.04.2015)/end of the year(31/03/2016)			Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No of shares	% of total Shares of the company				No of shares	% of total Shares of the company
1.	Rahul Mutha	11492561	7.16	01/04/2015	-	Purchase of share pursuant to delisting offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009		
				08/04/2015	1168		11493729	7.16
				23/04/2015	718		11494447	7.16
				22/06/2015	6057		11500504	7.16
				23/06/2015	13067		11513571	7.17
				30/06/2015	168		11513739	7.17
				23/07/2015	11056		11524795	7.18
				31/08/2015	4341		11529136	7.18
				08/09/2015	14870		11544006	7.19
				15/09/2015	1068		11545074	7.19
				21/09/2015	33372		11578446	7.21
				23/12/2015	1818		11580264	7.21
				27/01/2016	250	Purchase of shares	11580514	7.21
				05/02/2016	2000		11582514	7.21
				10/02/2016	300		11582814	7.21
				11/02/2016	1775		11584589	7.21
				22/02/2016	300		11584889	7.21
				23/02/2016	500		11585389	7.21
				03/03/2016	300		11585689	7.22
				04/03/2016	100		11585789	7.22
				08/03/2016	3200		11588989	7.22



				16/03/2016	2300		11591289	7.22
				23/03/2016	100		11591389	7.22
		11591389	7.22	31/03/2016	-		11591389	7.22
2.	Praneet Mutha	11562604	7.20	01/04/2015	-	Purchase of share pursuant to delisting offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009		
				08/04/2015	1166		11563770	7.20
				23/04/2015	716		11564486	7.20
				22/06/2015	6055		11570541	7.21
				23/06/2015	13065		11583606	7.21
				30/06/2015	166		11583772	7.21
				23/07/2015	11052		11594824	7.22
				31/08/2015	4341		11599165	7.22
				08/09/2015	14868		11614033	7.22
				15/09/2015	1066		11615099	7.23
				21/09/2015	33366		11648465	7.25
				14/12/2015	1816		11650281	7.26
				23/03/2016	300	Purchase of shares	11650581	7.26
		11650581	7.26	31/03/2016	-		11650581	7.26
3.	Piyush Mutha	11651504	7.26	01/04/2015		Purchase of share pursuant to delisting offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009		
				08/04/2015	1166		11652670	7.26
				23/04/2015	716		11653386	7.26
				22/06/2015	6055		11659441	7.26
				23/06/2015	13065		11672506	7.27
				30/06/2015	166		11672672	7.27
				23/07/2015	11052		11683724	7.28
				31/08/2015	4341		11688065	7.28
				08/09/2015	14868		11702933	7.29



				08/09/2015	14868		11702933	7.29
				15/09/2015	1066		11703999	7.29
				21/09/2015	33366		11737365	7.31
				28/10/2015	5200	Purchase of share	11742565	7.31
				16/11/2015	3200	Purchase of share	11745765	7.31
				14/12/2015	1816	Purchase of share pursuant to delisting offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009	11747581	7.32
				29/02/2016	333	Purchase of share	11747914	7.32
				15/03/2016	2000	Purchase of share	11749914	7.32
				23/03/2016	11612	Purchase of share	11761526	7.32
		11761526	7.32	31/03/2016	-		11761526	7.32
4	Rahul Mutha HUF	0	0	01/04/2015	-			
				08/03/2016	10550	Purchase of share	10550	0.01
				23/03/2016	1200	Purchase of share	11750	0.01
				15/03/2016	2850	Purchase of share	14600	0.01
		14600	0.01	31/03/2016	-		14600	0.01
5	Piyush Mutha HUF	0	0	01/04/2015	-			
				08/03/2016	200	Purchase of share	200	0.00
				23/03/2016	300	Purchase of share	500	0.00
		500	0.00	31/03/2016	-		500	0.00


Attachment F
(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl No.		Shareholding at the beginning of the year(As on 01.04.2015)		Change in Shareholding (No. of Shares)			Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total Shares of the company	Date	Increase	(Decrease)	No. of shares	% of total Shares of the company
1.	Industrial Investment Bank of India Ltd.	227000	0.14			-	227000	0.14
2.	Volga Investments	50000	0.03			-	50000	0.03
3.	Gopi Kishan Agiwal	40000	0.02			-	40000	0.02
4.	Manjula Hirji Vador	34900	0.02			-	34900	0.02
5.	Integrated Finance Company Ltd.**	30400	0.02	13-07-2015		(30400)	0	0
6.	Indian Bank	23467	0.01			-	23467	0.01
7.	ICICI Securities and Fina Co. Ltd.	23400	0.01				23400	0.01
8.	M/s ISIBARS Ltd.	21100	0.01				21100	0.01
9.	Dhanraj Velchand Shah	20000	0.01				20000	0.01
10.	Sunita Devi Todi	19050	0.01				19050	0.01
11	Arun Todi#	15400	0.01			-	15400	0.01
12	Asit C. Mehta Investment Intermediates Ltd. VIL Delisting Offer- Escrow Account*& **	11231	0.01	-	112990	(124221)	0	0

Note: the change in the shareholding in the above shareholders was due to buying/selling of shares/tendering of shares by the shareholders on various dates. The company has not allotted any shares during the year under review.

*Delisting Escrow Account maintained for the purpose of delisting offer & exit offer pursuant to compliance of order dated 19.12.2013 passed by Hon'BIFR

**ceased to be in the list of Top 10 shareholders as on 31.03.2016.

#Not in list top 10 shareholders as on 01.04.2015.


Attachment G
(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	Name	Shareholding at the beginning of the year (As on 01.04.2015) /end of the year (31/03/2016)		Date	Increase /Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No of shares	% of total Shares of the company				No of shares	% of total Shares of the company
1.	Shri Rahul Mutha (Managing Director)	11492561	7.16	01/04/2015	-			
				08/04/2015	1168	Purchase of share pursuant to delisting offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009	11493729	7.16
				23/04/2015	718		11494447	7.16
				22/06/2015	6057		11500504	7.16
				23/06/2015	13067		11513571	7.17
				30/06/2015	168		11513739	7.17
				23/07/2015	11056		11524795	7.18
				31/08/2015	4341		11529136	7.18
				08/09/2015	14870		11544006	7.19
				15/09/2015	1068		11545074	7.19
				21/09/2015	33372		11578446	7.21
				23/12/2015	1818		11580264	7.21
				27/01/2016	250	Purchase of shares	11580514	7.21
				05/02/2016	2000		11582514	7.21
				10/02/2016	300		11582814	7.21
				11/02/2016	1775		11584589	7.21
				22/02/2016	300		11584889	7.21
				23/02/2016	500		11585389	7.21
				03/03/2016	300		11585689	7.22



				04/03/2016	100		11585789	7.22
				08/03/2016	3200		11588989	7.22
				16/03/2016	2300		11591289	7.22
				23/03/2016	100		11591389	7.22
		11591389	7.22	31/03/2016	-		11591389	7.22
2.	Shri Praneet Mutha (Joint Managing Director)	11562604	7.20	01/04/2015		Purchase of share pursuant to delisting offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009		
				08/04/2015	1166		11563770	7.20
				23/04/2015	716		11564486	7.20
				22/06/2015	6055		11570541	7.21
				23/06/2015	13065		11583606	7.21
				30/06/2015	166		11583772	7.21
				23/07/2015	11052		11594824	7.22
				31/08/2015	4341		11599165	7.22
				08/09/2015	14868		11614033	7.22
				15/09/2015	1066		11615099	7.23
				21/09/2015	33366		11648465	7.25
				14/12/2015	1816		11650281	7.26
				23/03/2016	300	Purchase of shares	11650581	7.26
		11650581	7.26	31/03/2016	-		11650581	7.26
3.	Dr.K. Savagaon (Independent Director)	750	0.00	01/04/2015	-	Nil Movement during the year		
		750	0.00	31/03/2016	-		750	0.00
4.	Dr.Shailendra Karnawat (Independent Director)	0	0.00	01/04/2015	-	Nil Holding / Movement during the year		
		0	0.00	31/03/2016	-		0	0.00
5.	Smt.Usha Mutha (Woman Director)	1026781	0.64	01/04/2015	-	Nil Movement during the year		
		1026781	0.64	31/03/2016	-		1026781	0.64



6.	Shri Sajeve Deora (Independent Director)	0.00	0.00	01/04/2015	-	Nil Holding/Movement during the year		
		0.00	0.00	31/03/2016	-		0.00	0.00
7.	Shri Prakash Chakrawarti (Company Secretary)	0.00	0.00	01/04/2015	-	Nil Holding/Movement during the year	0.00	0.00
		0.00	0.00	31/03/2016	-		0.00	0.00
8.	Shri Joher Ali Zakir, (Chief Financial Officer)	0.00	0.00	01/04/2015	-	Purchase of Shares		
				15.09.2015	1		1	0.00
		1	0.00	31/03/2016	-		1	0.00

Attachment H
V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

				(Amount ₹ In Crore)
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	Nil	Nil	Nil	Nil
(ii) Interest due but not paid	Nil	0.22	Nil	0.22
(iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	0.22	Nil	0.22
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	0.22	Nil	0.22
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
(i) Principal Amount	Nil	Nil	Nil	Nil
(ii) Interest due but not paid	Nil	Nil	Nil	Nil
(iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil


Attachment I
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl.No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹ in Lacs)
		Rahul Mutha(MD)	Praneet Mutha(WTD)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	60.00 0.88 -	57.00 - -	117.00 0.88 -
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others, please specify(PF)	7.20	6.84	14.04
	Total (A)	68.08	63.84	131.92
	Ceiling as per the Act	Ceiling limits is ₹ 201.55 Lacs (10% of the Profit calculated as per section 198 of the Companies Act,2013)		

Attachment J
B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (In ₹)
		Sajeve Deora	K. Savagaon	Shailendra Karnawat	Usha Mutha	
1.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	20000 - -	25000 - -	35000 - -	- - -	80000 - -
	Total (1)	20000	25000	35000	-	80000
2.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	- - -	- - -	- - -	35000 - -	35000 - -
	Total (2)	-	-	-	35000	35000
	Total (B)= (1 + 2)	20000	25000	35000	35000	115000
	Total Managerial Remuneration					
	Overall Ceiling as per the Act	Only sitting fee is paid, which is within the limits as prescribed under Companies Act,2013				



Attachment K

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. No.	Particulars of Remuneration		Name of Key Managerial Personnel		Total Amount(₹ In Lacs)
			Chief financial Officer (Joher Ali Zakir)	Company Secretary (Prakash Chakrawarti)	
1.		Gross salary			
	(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8.95	7.49	16.44
	(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-	-
	(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2		Stock Option	-	-	-
3		Sweat Equity	-	-	-
4		Commission	-	-	-
		- as % of profit	-	-	-
		- others, specify	-	-	-
5		Others, please specify(PF)	0.32	0.26	0.58
		Total	9.27	7.75	17.02

Attachment L

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty Punishment Compounding					
B. DIRECTORS					
Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty Punishment Compounding					



Annexure-IV-

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Vippy Industries Limited
28, Industrial Area,
A.B. Road, Dewas-455001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vippy Industries Ltd (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Vippy Industries Ltd. for the financial year ended on 31st March, 2016 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder, (Not Applicable to the Company during the audit period)
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period).
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the Audit Period).
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. (Not applicable to the Company during the Audit Period).
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period).
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period).
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period).



- (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Exit offer closed on 23.07.2015 pursuant to compliance of order dated 19.12.2013 passed by Hon'ble BIFR)
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).
6. The other laws as may be applicable specifically to the Company, including:
- (i) The Factories Act, 1948.
 - (ii) Labour Laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
 - (iii) Labour welfare Act.
 - (iv) Act prescribed under Direct and Indirect Taxes
 - (v) Food Safety and Standards Act, 2006
 - (vi) Environment Protection Laws.
 - (vii) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- (i) The Shares of the company had been delisted from Bombay Stock Exchange Ltd. w.e.f. 24th July 2014 whereat the Company was listed only, and the exit offer had been closed as on 23rd July 2015. Now the company is unlisted entity.
- (ii) Secretarial Standards issued by the Institute of Company Secretaries of India . During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors during the audit period.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Shilpesh Dalal & Co.,
Company Secretary

Shilpesh Dalal
(Proprietor)
M.No. FCS-5316
C.P. No. 4235
Indore
27th August, 2016

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.



Annexure A'

To,

The Members,
Vippy Industries Limited
28, Industrial Area,
A.B. Road, Dewas-455001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Shilpesh Dalal & Co.,

Company Secretary

SHILPESH DALAL
(Proprietor)
M.No. FCS-5316
C.P. No. 4235

Indore
27th August, 2016



Annexure-V

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2015-16

1.	<p>A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR Policy and projects or programs</p>	<p>In accordance with the provisions of the Companies Act, 2013 and rules made there under, the company had framed its CSR Policy to carry out its CSR activities in accordance with schedule VII of the Act. The CSR Policy annexed as annexure VI.</p> <p>The CSR policy may be assessed on the company's website at www.vippysoya.com</p> <p>The Company had proposed to undertake activities relating to Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects etc.</p> <p>Company has continued the "SAMMRUDH KHETI PROGRAMME" - <i>NAYI SOCH - SUNHARE BHAVISHYA KI AUR</i> during the year under review to promote sustainable soy production as per the global standards of RTRS (Round Table for Responsible Soy).</p> <p>It aims to improve the standard of living of small and marginal soybean growing farmers by enabling them to become self-reliant by providing trainings, agronomic support, assisting adoption of Good Agricultural Practices (GAPs) and providing market linkages and on the other hand to support environmental sustainability.</p> <p>Towards environment sustainability, Company educating Farmers to use Bio Pesticides/fertilizers, which has low cost and high Productivity with no adverse affect on human and environment.</p> <p>We under "SAMMRUDH KHETI PROGRAMME" are working with 4750 farmers in 122 villages in Dewas District and providing training to agriculture labour on skill development also.</p> <p>The Company has adopted 5 OTS (One Teacher School) through "Friends of Tribals Society", Indore, to help for imparting education of Tribal's children.</p> <p>The Company would also undertake other need based initiatives in compliance with schedule VII of the Companies Act, 2013</p> <p>During the year, the Company has spent ₹1926291 on CSR activities. The Company is working on identified projects for carrying out CSR activities and the expenditure on these projects shall be accounted for as and when incurred. However, during the year the Company did not spend the required CSR amount due to inability to expand the existing CSR projects.</p>
----	---	--



2.	The Composition of the CSR Committee	Shri Sajeve Deora, Chairman (Independent Director) Dr. Shailendra Karnawat, Member (Independent Director) Shri Rahul Mutha, Member (Managing Director)
3.	Average Net Profit of the Company for the last three financial years	₹ 166739634
	Prescribed CSR expenditure(2% of the amount as in item 3 above)	₹ 3334793
	Prescribed CSR expenditure outstanding for the financial year 2014-15.	₹ 2317598
	Total CSR Expenditure	₹ 5652391
	Details of CSR spent during the financial year:	
	Total amount to be spent for the financial year :	₹ 5652391
	Amount unspent, if any	₹ 3726100
	Manner in which the amount spent during the financial year.	Directly & through Implement ing Agency having 3 year track record.



S.No	CSR project or activity identified	Sector in which the Project is covered (clause no. of Schedule VII to the Companies Act, 2013 as amended)	Projects or Programmes (1) Local Area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹)	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads (₹)	Cumulative expenditure upto to the reporting period i.e 2015-16 (₹)	Amount spent: Direct or through implementing agency
1	Samarddh Kheti Programme (Capacity building for farmers covering best sustainable farm management practices & Training Agriculture Labour on Skill development)	Cl.(ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	District- Dewas (Madhya Pradesh)	5552391	Direct Exp- 1826291 Overheads-NIL	1826291	Direct
			Subtotal(A)	5552391	1826291	1826291	-
2(a)	Promoting Education in Tribals		District-Indore (Madhya Pradesh)	100000/-	Direct Exp- 100000/- Overheads- NIL	100000/-	Through Implement Agency (Friends of Tribals Society, Indore)
			Subtotal(B)	100000/-	100000/-	100000/-	
	Total(A+B)			5652391	1926291	1926291	

5. In case the company has failed to spend the two per cent of the average net profit of the last three financial year or any part thereof, the company shall provide the reasons for not spending the amount in its Board report - Provided in Director's Report.

6. Responsibility Statement

We hereby affirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company.

Dewas
27th August, 2016

Rahul Mutha
Managing Director
(DIN : 00424128)

Sajeve Deora
Chairman CSR Committee
(DIN : 00003305)



Annexure-VI

CORPORATE SOCIAL RESPONSIBILITY POLICY

1.CSR Overview

The Corporate Social Responsibility in Vippy Industries Ltd. is a continuing commitment to have ethically and contribute to harmonious and sustainable development of society through business, while improving the quality of life of the community and the society. Being corporate citizen, the Company is committed to actively contribute to the social and economic development of the communities in which we operate and build a better, sustainable way of life of society.

CSR is, therefore the organization's commitment to operate in an economically, socially and environmentally sustainable manner, while reorganizing the interest of its stakeholders.

2.Objective

Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. Therefore, the Policy will function as a built-in, self regulating mechanism whereby the business will monitor and ensure its active compliance with the spirit of law, ethical standards and national norms.

The main objective of this Policy is to set a guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.

3.CSR Committee

i.Composition:

The Corporate Social Responsibility committee (CSR Committee) shall consist of three or more directors and the committee shall be headed by an Independent Director.

ii.Role: the CSR Committee, inter alia shall

- i. Formulate and recommend to the Board the CSR Policy and any amendments thereof which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act 2013;
- ii. Recommend the amount of expenditure to be incurred on the activities, as per CSR Policy;
- iii. Be responsible for implementation and monitoring the CSR projects or programs or activities of the Company;
- iv. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- iii. Meetings: The CSR Committee shall meet as and when deemed necessary
- iv. Sitting Fees: No sitting fees shall be payable for attending CSR Committee.
- v. Quorum: Quorum of meeting of CSR Committee shall be one third of the total strength or two directors, whichever is higher.
- vi. The CSR Committee may invite Executives, Advisors, representatives of Social Organizations, Auditors of the Company and such other person(s) as it may consider necessary to attend the meeting.

**4. List of Activities /Projects**

The Company shall undertake any of the following Activities/Projects or such other activities/projects as may be notified by the Ministry of Corporate Affairs from time to time as a part of the Corporate Social Responsibility(CSR):

- i. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- ii. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- v. Protection of national heritage , art and culture including restoration of building and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- vi. Measures for the benefit of armed forces veterans, war widows and their dependents;
- vii. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic Sports;
- viii. contribution to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- ix. contribution or funds provided to technology incubators located within academic institution which are approved by the Central Government;
- x. rural development projects;
- xi. Any other activities in relation of the above and all other activities which form part of CSR as per Schedule VII of the Act,2013(the "Act") as amended from time to time.(Collectively hereinafter referred to as "CSR Activities")

The provisions of the companies Act, 2013 and CSR Rules made thereafter shall have overriding effect vis-a vis the provisions of this policy.

Periodic review of this policy shall be done to ensure its continued suitability, adequacy and efficacy.

5. FUNDING

In line with extant provisions of section 135 of the Companies Act, 2013 and requirements laid down in the Companies (CSR Policy) Rules, 2014; 2 % of the average net profit of the Company made during the three immediately preceding financial years will be allocated for CSR activities.

CSR budget for the relevant financial year shall be approved by the Board.

5% of annual CSR Budget will be kept as reserve for emergency like disaster, calamity, etc. If the same remains unutilized, it may be used in the last quarter of the financial year for the other activities mentioned in Schedule VII of the Companies (CSR Policy) Rules, 2014.



The Company may build CSR capacities of their own personnel as well as those of their implementing agencies through Institutions with established track records of at least 3 financial years but such expenditure shall not exceed 5% of the total CSR expenditure of the Company in one financial year.

Any surplus arising out of the CSR projects or programs or activities shall not form part of the Business profit of a company and same shall be spent for undertaking any CSR activities only.

If the Company fails to spend, the amount stated hereinabove, then reason for not spending shall be stated in the Directors Report.

6. IMPLEMENTATION OF CSR ACTIVITIES

The Company may undertake CSR Activities through a registered trust or registered society or any company established by the Company, its holding or subsidiary company or associate company under section 8 of the Act for such non-for-profit objectives.

Provided that the Company can carry out the CSR Activities through such other institutes having an established track record of 3 (three) years in undertaking the CSR Activities.

The Company may collaborate with other companies for undertaking the CSR Activities subject to fulfillment of separate reporting requirements as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the "Rules").

The scope of this policy will extend to activities as stated under Schedule VII of the Companies Act, 2013, as presently in force. The scope of the policy to also include all additional and allied matters, as will be notified by Ministry of Corporate Affairs or such other body, as appointed/notified by Central or State Government, from time to time for this purpose.

CSR programs will be undertaken by the Company to the best possible extent within the defined ambit of the identified Project/Program.

The time period/duration over which a particular program will be spread, will depend on its nature, extent of coverage and the intended impact of the program.

The process for implementation of CSR programs will involve the following steps:
Identification of programs will be done by means of the following:

- i. Need identification studies by the Senior Management/Professional Institutions/agencies.
- ii. Receipt of proposals/requests from District Administration/local Govt. etc.
- iii. Suggestion from the Board of Directors/Senior Management level.
- iv. Detailed assessment survey.

The Company shall give preference to the local areas and areas where the Company operates. However, this shall not bar the Company from pursuing its CSR objects in other areas.

7. MONITORING AND FEEDBACK

The administration of the CSR policy and execution of CSR Projects/programs and activities shall be carried out under the overall superintendence and guidance of an internal monitoring group (herein after "CSR Team") formed for this purpose.

The internal monitoring group/CSR Team shall consist of:

- i. Managing Director
- ii. Executive Director
- iii. Chief Financial Officer of the Company
- iv. HR unit head

The CSR Team shall submit its report to CSR Committee formed under the Act.



CSR Team will try to obtain feedback from beneficiaries about the programs implemented at the area.

CSR initiatives of the Company will be reported in the Annual Report of the Company & the Board's Report in compliance with section 135 and rules made there under.

8. PROCEDURE FOR CSR ACTIVITIES

The Committee shall recommend the Board suitable CSR Activities to be undertaken during for the financial year along with the detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;

The Board shall give its approval based on the recommendation of the Committee and in compliance of this policy; The Committee, after approval, shall submit its report giving status of the CSR Activities undertaken, Expenditure incurred and such other details as may be required by the Board.

9. EXCLUSION

The CSR Activities shall not include any activity undertaken by the Company in pursuance of normal course of business of the Company.

The Company shall not make any payment directly or indirectly to Political Party(ies) for CSR Activities.

The CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with section 135 of the Act.

Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company but should be added in the CSR Fund.

10. ALLIED MATTERS

With regard to CSR activities, Boards Report to state such particulars as stated under Companies (Corporate Social Responsibility) Rules, 2014.

The Company shall display such particulars relating to CSR Policy and activities undertaken there under as stated under Companies (Corporate Social Responsibility) Rules, 2014.

11. GENERAL

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation & decision of the Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The CSR Committee reserves the right to modify, add, or amend any of provisions of this policy subject to approval of the Board.

**INDEPENDENT AUDITOR'S REPORT****TO,
THE MEMBERS OF VIPPY INDUSTRIES LTD.
Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of VIPPY INDUSTRIES LIMITED, ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year ended March 31, 2016, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial Statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.



An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer to note 20 to the financial statements.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For : SODANI & COMPANY
Chartered Accountants
(FRN.: 000880C)

Date : 27/08/2016
Place : Dewas

Rajesh Sodani
(Partner)
M.No. F-77005



“Annexure A” to the Auditor's Report as referred in paragraph first of our report of even date to the members of Vippy Industries Ltd. for the year ended 31st March 2016.

As required by the Companies Auditor's Report Order, 2016 issued by the Central Government in terms of section 143 of the Companies Act, 2013 we further report that :-

- (i) In respect of its fixed assets
 - a) As informed to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) As informed to us, the management of the Company has physically verified fixed assets at reasonable intervals, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets and no material discrepancies were noticed on such verification.
 - c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii)
 - a) The inventory of the Company has been physically verified during the year by the management at regular intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company is maintaining proper records of inventory. As explained to us, the discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the company and the same have been properly dealt with.
- (iii) As per information and explanation given to us, the Company has not granted any secured/unsecured loans to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) As per information and explanation given to us, the Company has not granted any loan or given any guarantee on such loans covered under section 185 and neither has made any investment covered under section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the rules framed there under to the extent notified.
- (vi) We have broadly reviewed the books of accounts maintained by the Company in respect of products where, pursuant to the rule made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii)
 - a) According to the information and explanation given to us, the Company has generally regular in depositing undisputed dues relating to Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duties of Customs, Duties of Excise, Value Added Tax, cess and other material statutory dues applicable to it with appropriate authorities. There are no undisputed statutory dues payable which are outstanding as at March 31, 2016 for a period of more than 6 months from the date they became payable.



- b) According to the information and explanations given to us, there are no dues of Income tax, Sales tax, Service tax, Custom duty, Excise duty, Value added tax, Cess, and Professional tax which have not been deposited with appropriate authorities on account of any dispute other than those mentioned below :

Forum where dispute is pending	Name of the Statute	Nature of the dues	Amount Involved	Amount Outstanding as on 31.03.16	Period to which the amount relates
Assistant Commissioner Commercial tax	MPCT Act	Commercial Tax	28,84,135/-	20,74,135/-	2002-03
	CST Act	Central Sales Tax	35,24,257/-	25,35,257/-	2002-03
	Entry Tax Act	Entry Tax	7,709/-	5,209/-	2002-03
MP Commercial Tax Appellate Board, Bhopal	MPCT Act	Commercial Tax	132265/-	72265/-	2005-06
	CST Act	Central Sales Tax	1539409	863409/-	2005-06
	Entry Tax Act	Entry Tax	6,32,626/-	1,39,723/-	2006-2007
Additional Commissioner Commercial tax Appellate Authority Indore	MPCT Act	Commercial Tax	6,12,870/-	5,50,870/-	2003-2004
	CST Act	Central Sales Tax	23,32,810/-	20,98,810/-	2003-2004
	Entry Tax Act	Entry Tax	7,17,43,174/-	6,51,18,174/-	2007-08/2008-09
Writ Petition pending before the Hon'ble High Court Indore	VAT Act	Vat Tax	3,77,02,982/-	3,46,40,982/-	2008-09/2009-10
	CST Act	Central Sales Tax	2,12,72,267/-	1,61,32,267/-	2008-09/2009-10
Writ Petition pending before the Hon'ble High Court, Indore	MPCT Act	Purchase Tax	3,02,06,909/-	3,02,06,909/-	2004-05/2005-06
	Central Excise Act	Cenvat Credit	39,935/-	39,935/-	2004-2005
	Central Excise Act	Classification Dispute	2,63,946/-	2,37,551/-	2007-2008



- (viii) Based on our audit and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of any loan to Banks. No debentures have been issued by the Company till date and hence there are no debenture holders .
- (ix) According to the information and explanations given to us, and based on documents provided to us, term loans availed by the Company were, prima-facie, applied by the Company for the purposes for which the loans were obtained. However, there were no new term loans that had been obtained during the year and neither any money was raised by way of further public offers.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year nor have we been informed of such case by the management.
- (xi) According to the information and explanation given to us, and based on documents provided to us, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013
- (xii) As explained and informed to us, the Company is not a Nidhi Company and hence this clause is not applicable on it.
- (xiii) According to the information and explanation given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 & section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us, the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debenture during the year.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with Directors or Persons connected with him.
- (xvi) The Company is a manufacturing concern and therefore, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date : 27/08/2016

Place: Dewas

For: SODANI & COMPANY
Chartered Accountants
(FRNo.- 000880C)

Rajesh Sodani
(Partner)
M.No.F-77005



“Annexure B” to the Auditor's Report as referred in paragraph first of our report of even date to the members of Vippy Industries Ltd. for the year ended 31st March 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Vippy Industries Ltd. (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”), both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For: Sodani & Company
Chartered Accountants
Firm's Registration No: 000880C

Rajesh Sodani
Partner
Membership No. : 077005

Dewas
27/08/2016


BALANCE SHEET AS AT 31.03.2016

Particulars	Note no	Figures as at the end of current reporting period 31.03.16 (₹)	Figures as at the end of previous reporting period 31.03.15 (₹)
I .EQUITY & LIABILITIES			
(1)Shareholders'funds :			
(a) Share capital	3	160577596	160577596
(b) Reserves & Surplus	4	1297363420	1136469775
		<u>1457941016</u>	<u>1297047371</u>
(2)Share application money pending allotment		0	0
(3) Non -Current Liabilities			
(a) Long -term borrowings	5	0	608160
(b) other Long term liabilities			
Total non current Liabilities		<u>0</u>	<u>608160</u>
(4)Current Liabilities			
(a) Short-Term borrowings	6	291888462	229801718
(b) Trade payable	7	50928427	152467612
(c) Other current liabilities	7	14656948	14766685
(d) Short term provisions	7	296357435	246779058
Total current Liabilities		<u>653831272</u>	<u>643815072</u>
TOTAL		<u>2111772289</u>	<u>1941470603</u>
II.ASSETS			
Non- Current Assets			
1.(a) Fixed assets			
(i)Tangible Assets	8		
Gross Block		1747330965	1684898551
Less:Depreciation		1283012146	1252143130
Net Block		<u>464318819</u>	<u>432755421</u>
(ii) In tangible Assets		0	0
(iii)Capital Work-in-Progress		1139311	4197096
(iv)Intangible assets under development			
		<u>465458131</u>	<u>436952517</u>
(b)Non-Current Investment	9	460000	460000
(c)Deferred tax assets (net)		0	0
(d)Long Term Loans and advances	9	8230832	8924411
(e)Other non -current assets	9	4990249	8764277
Total non current Assets		<u>479139211</u>	<u>455101204</u>
2. Current Assets			
(a) Current Investments			
(b) Inventories	10	643711274	589036148
(c)Trade Receivables	11	289652259	448549261
(d)Cash and cash equivalents	12	668003694	417393345
(e)Short term loans and advances	13	31265851	31390644
(f)Other current assets		0	0
Total current Assets		<u>1632633077</u>	<u>1486369399</u>
TOTAL		<u>2111772289</u>	<u>1941470603</u>

Significant Accounting Policies
Notes on Financial Statements
As per our report of even date

1 to 34

For and behalf of the Board of Directors

For Sodani & Company
Chartered Accountants

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager Legal &Company Secretary

Praneet Mutha
Jt.Managing Director

Dewas
Dated 27.08.2016


STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 01.04.15 TO 31.03.2016

Particulars	Note no	Figures as at the end of current reporting period 31.03.16 (₹)	Figures as at the end of previous reporting period 31.03.15 (₹)
I..Revenue from operations	14	8215539680	9549049036
II..Other Income	14	54689398	62796061
III.Total Revenue(I+II)		8270229079	9611845097
IV.EXPENSES :			
Cost of Materials consumed	15	6553592846	7902577756
Purchase of Stock in Trade		557265820	773027742
Changes in inventories of finished goods, work-in-progress and stock in trade.	16	118445256	(92322582)
		0	0
Employees Benefit Expenses	17	93568205	84688985
Financial costs	18	11713461	43742368
Depreciation and amortization expenses	8	71689487	23994625
Other expenses	19	613100063	684256028
Total expenses		8019375138	9419964922
V..Profit before tax		250853940	191880175
Less: Tax expenses			
1. Current tax		94775000	65707144
2. MAT Credit entitlement		-4814705	-25114144
VI. Net tax expenses		89960295	40593000
VIII. Profit after tax for the period (V-VI)		160893645	151287175
IX.Earning per equity share			
(1) Basic &Diluted		1.00	0.94

Significant Accounting Policies
Notes on Financial Statements

1 to 34

For and behalf of the Board of Directors

As per our report of even date

For Sodani & Company
Chartered Accountants

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager Legal &Company Secretary

Praneet Mutha
Jt.Managing Director

Dewas
Dated:27.08.2016


CASH FLOW STATEMENT

DESCRIPTION	FOR THE YEAR ENDED March.2016 (₹)	FOR THE YEAR ENDED March.2015 (₹)
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(loss) before tax & extraordinary items	250853940	191880175
Adjustment for :-		
Depreciation	71689487	23994625
Dividend (received)/ Paid	(343363)	
Loss/(Profit) on sale of fixed assets	(50443)	(2969403)
Operating profit before working capital changes	322149621	212905397
LESS :-		
Increase/(Decrease) in Inventory	54675126	89587706
Increase/(Decrease) in Debtors, Loans - Advances & Non current assets	(163489403)	78422649
Decrease/(Increase) in Current Liabilities	142030839	24061842
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	288933059	20833200
(B) CASH FLOW ARISING FROM INVESTING ACTIVITY		
Acquisition of fixed assets	(102343546)	(23430191)
Proceeds from sale of fixed assets	2198889	3544605
Dividend received	343363	
NET CASH INFLOW FROM INVESTING ACTIVITY	(99801294)	(19885586)
(C) CASH FLOW ARISING FROM FINANCING ACTIVITY		
Increase/(Decrease) in Bank borrowings	62086744	-535073495
Increase/(Decrease) in long term borrowings	(608160)	(6947352)
NET CASH INFLOW FROM FINANCING ACTIVITIES	61478584	(542020847)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	250610349	-541073233
ADD-OPENING CASH & CASH EQUIVALENTS	417393345	958466578
CLOSING CASH & CASH EQUIVALENTS	668003694	417393345

This is the Cash Flow Statement referred to in our report of even date.

For and behalf of the Board of Directors

For and on behalf of
Sodani & Company
Chartered Accountant

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager Legal & Company secretary

Praneet Mutha
Jt.Managing Director

Place : Dewas
Dated : 27.08.2016



Notes to the Financial Statements as at March 31 2016

(annexed to and forming part of the financial statement for the year ended 31st March, 2016)

NOTE NO.1: GENERAL INFORMATION

Vippy Industries Limited was established in 1973 as a private Limited Company & converted as Public Limited Company on 1986. The company incorporated under the provisions of Companies Act, 1956. The company is engaged in Manufacturing of De oiled cake(DOC) & Edible Refined oil from soyabean seed through solvent extraction method. The company has an ISO certification, certified by Bureau of Veritas ISO 9001: 2008 since 1998.

The Company's manufacturing facilities are located at 28, Industrial Area, A.B. Road, Dewas, Madhya Pradesh

NOTE NO.2: SIGNIFICANT ACCOUNTING POLICIES**A BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on the accrual basis, except for the revaluation of certain fixed assets and certain financial instruments which are measured at fair value. Indian GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the companies (Accounts) Rule, 2014 and the provision of the Companies Act, 2013 ('the Act') as applicable.

B CLASSIFICATION OF ASSETS AND LIABILITIES INTO CURRENT / NON-CURRENT

All assets and liabilities are presented as Current or Non-current as per the company's normal operating cycle and other criteria set out in the schedule III of the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non-current classification of assets and liabilities.

C USE OF ESTIMATES

The preparation of the financial statements in conformity with the Generally Accepted Accounting Principles ("GAAP") in India requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these estimates and assumptions could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

D FIXED ASSETS

Fixed assets, are stated at cost of acquisition inclusive of duties (net of TED) taxes, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost related to the acquisition and installation of the respective asset to bring the asset to its working condition for its intended use.

Fixed assets are revalued at a suitable interval and resulting surplus/deficit is carried over as Revaluation Reserve as part of Reserves and surplus.

Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the Balance Sheet date.

E GOVERNMENT GRANTS & SUBSIDIES

Government grants are accounted when there is reasonable assurance that the enterprises will comply with the conditions attached to them and it is reasonably certain that the ultimate collection will be made. Capital subsidy in nature of Government Grant related to specific fixed assets is accounted for where collection is reasonably certain and the same is shown as a deduction from the gross value of the assets concerned in arriving at its book value and accordingly the depreciation is provided on the reduced book value. Other revenue grants are credited to the statement of profit and loss account.

F REVENUE RECOGNITION

Sales are recognized on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales are disclosed net to Sales Tax, Value added tax (VAT), trade discounts, rebates and returns but include excise duty.



Dividend income is accounted for when the right to receive the income is established and known by the Balance Sheet date. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Income other than dividend, are recognized on maturity or sale.

Export incentives, insurance, railway and other claims/receipts, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

G FOREIGN CURRENCY TRANSACTIONS

Initial recognition

“Transactions in foreign currencies entered into by the Company are accounted at the exchange rate prevailing on the date of the transaction or at rate that closely approximate the rate at the date of the transaction”

“Measurement at the balance sheet date”

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Accounting for forward contracts

Premium / discount on forward exchange contract, which are not intended for trading or speculation purpose, are amortised over the period of the contracts if such contracts related to monetary items as at the balance sheet date.

Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

H DERIVATIVE ACCOUNTING

Derivative contracts in the nature of currency forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions in foreign currency which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign currency transactions.

All other derivative contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

I INVESTMENTS

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investment. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value, determined on category of investment basis. Long-term investments presented in the financial statements are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary decline, in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds charged or credited to the statement of profit and loss.

J INVENTORIES

Raw materials, coal & fuel and stores and spares are valued at the lower of cost and net realisable value; Cost being computed on weighted average basis.

Finished goods (ascertained on FIFO basis) and work in process valued at the lower of estimated cost and net realizable value (cost being a composition of direct material cost, direct labour cost and overheads necessary to bring the inventories to their present location and condition).

K BORROWING COSTS

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

L DEPRECIATION

Company has provided depreciation on the straight line method basis (SLM) in respect of Assets acquired, at the rate as per the useful life prescribed in schedule II to the Companies Act, 2013.. Depreciation on fixed assets is calculated on revalued figures and the charge pertaining to revalued component is adjusted against the Revaluation reserve. Depreciation on Fixed assets added/disposed off during the year is provided on pro-rata basis.



With effect from April 1, 2015 the difference between depreciation provided on revalued amount and on historical cost is transferred from revaluation reserve to retained earnings.

M EMPLOYEE BENEFITS

Post Employment Benefits:

Defined Benefit Plans: The Company's Gratuity scheme is defined Employee Benefits plans. In accordance with the requirements of Accounting Standard-15 "Employee Benefits", the Company provides for gratuity covering eligible employees on the basis of Actuarial valuation. Under the gratuity plan, every employee who completed at least five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is funded with Life Insurance Corporation of India in the form of qualifying insurance policy.

Defined Contribution Plans

Contributions payable by the Company to the concerned government authorities in respect of Provident Fund, Family Pension Fund and Employees State Insurance are defined contribution plans. The contributions are recognized as an expense in the Statement of Profit and Loss Account during the period in which the employee renders the related service. The Company does not have any further obligation in this respect, beyond such contribution.

N PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

O TAXES ON INCOME

The accounting treatment followed for taxes on income is to provide for Current Tax and Deferred Tax. Provision for current income tax is made for the tax liability payable on taxable income ascertained in accordance with the applicable tax rates and laws.

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods

P IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exist, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exist, the recoverable amount is reassessed and the assets is reflected at the lower of recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised.

Q EARNINGS PER SHARE

In determining earning per share, the company considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The number of equity shares used in computing diluted earning per share comprises weighted average number of equity shares considered for deriving basic earning per share.

R CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.


NOTE NO-3
SHARE CAPITAL

Authorised:

Equity

25,00,00,000 Equity Shares of Rs.1/- each

(Previous year 2500000000 Equity Shares of Rs.1/- Each)

Issued,Subscribed & Paid up:

160577596 Equity Shares of Rs.1/- each

(Previous year 160577596 Equity Shares of Rs.1/- Each)

AS AT 31.03.16

(₹)

AS AT 31.03.15

(₹)

250000000

250000000

250000000

250000000

160577596

160577596

i) During the current year and in the previous year there have been no movement in the NO.of equity shares out standing

ii)The company has only one class of equity share,having a par value of Rs 1 per share.Each share holders is eligible to one vote per share held.

Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	Nos	31,March 2016 (₹)	Nos	31,March 2015 (₹)
Out standing at the beginning of the year	160577596	160577596	160577596	160577596
Issue during the year		-		-
	160577596	160577596	160577596	160577596
Out standing at the end of the year				

Details of shareholders holding more than 5% share in the company

Name of share holders	Nos	31,March 2016 (₹)	Nos	31,March 2015 (₹)
Rahul Mutha	11591389	7.22	11492561	7.16
Piyush Mutha	11761526	7.32	11651504	7.25
Praneet Mutha	11650581	7.26	11562604	7.20
Sungem Impex Pvt.Ltd	30035800	18.70	30035800	18.70
Sunline India enterprises Pvt.Ltd	30000000	18.68	30000000	18.68
Starshine Enterprises Pvt Ltd	30000000	18.68	30000000	18.68
Moon Nutrients Pvt Ltd	30000000	18.68	30000000	18.68

NOTE NO-4
RESERVES AND SURPLUS:

CAPITAL RESERVE		69743701	69743701
FIXED ASSETS REVALUATION RESERVE	164754679		
Less:Transferred to Retained Earning	48053687	116700992	164754680
GENERAL RESERVE		27278627	27278627
PROFIT & LOSS ACCOUNT			
Balance as at the beginning of the year	874692767		
Add:Transferred from Revaluation Reserve	48053687		
Add :Net profit for the period	160893645	1083640099	874692766
		1297363420	1136469775

NOTE NO 5
LONG TERM BORROWINGS
SECURED LOANS

HDFC Car loan

0

608160

0

608160

HDFC Bank car loan @10.26%: are secured by hypothecation of vehicle.The company has not made any default as at the reporting date in repayment of instalment and interest


NOTE NO 6
SHORT TERM BORROWINGS
SECURED LOANS

Axis Bank over draft Account	0	23346526
HDFC Bank over draft Account	291888462	206455192
	<u>291888462</u>	<u>229801718</u>

Overdraft accounts against fixed deposit lien with banks shown note no.12

NOTE NO 7
CURRENT LIABILITIES
1) Trade Payable

For goods, services and expenses

i) Dues to Micro and small enterprises		0
ii) Dues to other creditors	50928427	152467612

2) Others current liabilities

HDFC Bank Car Loan a/c	576842	1230691
Other Payables		
i) TDS	1193511	1525153
ii) TCS	2186	45
ii) VAT/CST Payable	2145389	
iii) Other Statutory dues	624335	707944
iv) Salary ,Wages,Bonus	7795852	6684965
v) Others	2318834	4617887

3) Short tem provisions

i) Provision for taxation	89960295	40593000
ii) Outstanding Liabilities	206397140	206186058
	<u>361942810</u>	<u>414013354</u>

Trade payable : The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filling of the Memorandum in accordance with the Micro, Small and Medium Enterprises Development Act, 2006 ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on information received and available with the company.

This disclosure is on the basis of the information available with the company regarding the Status of the supplies as defined under the interest on delayed payments to Micro Small and Medium Enterprises Development Act 2006.

Provision for taxation : Liability of Income tax net of MAT credit Provided as per Provision of the Income Tax Act.



NOTE NO.-8 FIXED ASSETS												
GROSS BLOCK				DEPRECIATION				NET BLOCK				
Particulars of Assets		Cost as on 01.04.2015	Addition during the Period	Deductions during the Period	As on 31.03.16	Up to 01.04.15	Deductions during the Period	For the Period	Adjustment pursuant to schedule II of companies Act	Up to 31.03.16	As at 31.03.16	As at 31.03.15
		Rs.		Rs.	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.
TANGIBLE ASSETS												
Land and Lease Hold Land	20241685	2079000			22320685					0	22320685	20241685
Building	192529839	9439908			202069747	83713524		5701789		89415313	112654434	108916315
Plant & Machinery	1454251594	37902384	42368917		1449185061	1162837859	40820471	64413843		1186431231	262753830	291413735
Furniture & Fixtures	7464803	25040			7489843	2707304		647070		3354374	4135469	4757499
Vehicles	10310629				10310629	2884443		917108		3801551	6509078	7426186
Solar Power Plant	0	55955000			55955000					9677	55945323	0
TOTAL	1684888550	105401332	42368917		1747330965	1252143130	40820471	71689487	0	1283012146	464318819	432755420
Capital work in progress	4197096		3057785		1139311						1139311	4197096
Previous Year	1689095647	105401332	46026702		1748470277	1252143130	40820471	71689487	0	1283012146	465458131	438952516
	1674806365	23430191	9140908		1689095647	1210956258	8565706	72063445	22310867	1252143130	436952517	463850106

NOTE:-
The Company's building , plant and machinery, and other fixed assets were revalued on 28.12.1999 on the basis of report of Registered Valuer. Accordingly, these assets were restated with the incremented amount over their written down value amounting to Rs. 7,901.94 Lacs as on 31.12.1999, and the same was correspondingly, transferred to Revaluation Reserve Account. During the year, depreciation of Rs. 480.54 lacs (Rs. 480.689 lacs) pertaining to revalued portion of fixed assets has been charged to Retained Earning.

NOTE:-

i) The Company's building, plant and machinery, and other fixed assets were revalued on 28.12.1999 on the basis of report of Registered Valuer. Accordingly, these assets were restated with the incremented amount over their written down value amounting to Rs. 7,901.94 Lacs as on 31.12.1999, and the same was correspondingly transferred to Revaluation Reserve Account. During the year, depreciation of Rs. 480.54 lacs (Rs. 480.69 lacs) pertaining to revalued portion of fixed assets has been charged to Retained Earning.


NOTE NO -9
AS AT 31.03.16
(₹)

AS AT 31.03.15
(₹)

(b) Non Current Investment

Long term Investment(at cost) un quoted

A)Trade investment

Vipro Exim Ltd.

450630 fully paid up equity share of Rs 10/each
(Out of which 225315 equity shares of Rs10 each
received as Bonus shares during 2008-09)

450000

450000

B)Non-Trade investment un quoted

Saraswat Co.Op. Bank Ltd

1000 fully paid up equity share of Rs 10/each

10000

10000

Total Non Current investment A+B

460000

460000

Aggregate amount of un quoted investment

(c) Long term Loans & Advances

Deposits with MPEB

Others

7043481

8596407

1187351

328004

8230832

8924411

(d) Other Non Current Assets

i) Cenvat/Ted receivable

1439132

567560

ii)Trade receivable(More than one year)

9417766

Less: Provision for Bad & doubtful debts

6747451

2670315

7391717

iii) Fixed Deposits

880802

805000

4990249

8764277

The Company is contingently liable

(a) Guarantees given by the Company's banker on behalf of the Company

4994250

3450000

Against the above, Banks are holding fixed deposit as margin; the deposit forms
part of 'Fixed Deposit Account' under the head **Non Current Assets (see note
no.9 (d)) & part of Cash and Bank Balances (see note no. 12)**

5142878

3753622

NOTE NO -10
INVENTORIES

(a) Raw Materials

452278255

284518375

(b) Coal & Fuel

9776732

7686988

(c) Stores & Spare Parts

14697316

11426558

(d) Finished Goods

166958971

285404227

643711274

589036148

NOTE NO -11
TRADE RECEIVABLE

(Unsecured considered good)

Trade receivable

Others

289652259

448549261

289652259

448549261

NOTE NO -12
CASH & CASH EQUIVALENTS

1) Balance with Bank

a) Current account

6713825

17699149

b) Fixed Deposit account

661094520

399541458

2) Cash in hand

195349

152739

668003694

417393345

NOTE NO -13
SHORT TERM LOANS AND ADVANCES

(Unsecured considered good)

Recoverable in Cash or Kind for value to be received

Other Loans & Advances

i) Prepaid Expenses

1120007

708300

ii) T D S deducted/ Advance tax

28637144

28553272

iii) Input Tax Rebate/vat credit

719547

1533272

iv) Loans to employee

750527

592800

v) Excise duty PLA a/c

38626

3000

31265851

31390644


NOTE NO -14 REVENUE FROM OPERATIONS
SALES OF PRODUCTS

Finished Products
Less:Excise duty

**PERIOD
ENDED 31.03.16**
**PERIOD
ENDED 31.03.15**

8229757432
14217752
8215539680

9555183656
6134620
9549049036

OTHER INCOME

- a) Interest on Term Deposits
b)Recovered from NSEL
c) Miscellaneous Receipts

53437381
0
1252018

58506393
342936
3946731

54689398
8270229079

62796060
9611845097

Revenue from operations &other income

NOTE NO -15
COST OF MATERIAL CONSUMED

Raw Material Consumed :

Opening Stock
Add : Purchases

284518375
6721352726
7005871101
452278255
6553592846

277383872
7909712259
8187096131
284518375
7902577756

Less : Closing Stock

Cost of Material Consumed

NOTE NO -16
CHANGE IN INVENTORIES OF FINISHED GOODS

Opening Stock of Finished Goods & Stock in Process

285404227

193081645

Less:Closing Stock of Finished Goods & Stock in Process

166958971
118445256

285404227
(92322582)

NOTE NO -17
EMPLOYEES BENEFITS EXPENSES

- (1) Salaries, Wages & Bonus
(2) Company's Contribution to Provident Fund & Others
(3) Welfare Expenses
(4) Employees Group Gratuity Fund

81034950
7276615
2221133
3035507
93568205

71852156
6549800
2155947
4131081
84688985

NOTE NO -18
FINANCIAL COSTS

Interest Expenses
Bank Commission & Charges

10118691
1594770

41809013
1933355

11713461

43742368

NOTE NO -19
OTHER EXPENSES
a)Manufacturing Expenses

Stores & Spares Consumed
Power & Fuel charges
Repairs & Maintenance to P&M
Laboratory Expenses
Excise duty on closing stock
Lease Rent

15418310
165677115
9401587
1587883
543283
1673
192629851

16245830
178310160
7478835
736751
3675636
1808
206449021

b)Selling & Distribution expenses

Selling & Distribution expenses

388692039
388692039

445128265
445128265

c)Establishment Expenses

Rates & Taxes
Insurance
Repairs & Maintenance
Auditor's Remuneration
Advertisement & Publicity
Director Sitting Fees
CSR Expenses
Office Expenses
Provision for diminution in value of non current investment
Miscellaneous Expenses

1336947
5018546
8231382
624025
62579
115000
1926291
3591447
0
10871955
31778172
613100063

1779550
4854808
8013661
599800
87460
80000
1057046
5585669
1800000
8820748
32678743
684256028

TOTAL A+B+C

Miscellaneous Expenses : Miscellaneous and other expenses include Rs.2334674 (Rs.415765) on account of travelling expenses of Directors, out of which expenses on Directors foreign travelling is Rs 1942321 (Rs 118072)

**NOTES TO ACCOUNTS**

- 20 Contingent Liabilities (to the extent not provided for)
As on March 31, 2016, Contingent liabilities amounts to Rs 5,60,639/-
- 21 Going Concern.
The accumulated losses of the Company at the year ended 31.12.2000 exceeded the net worth of the Company. The Company was declared by the Hon'ble BIFR as a sick industrial company within the meaning of SICA, and the Hon'ble BIFR sanctioned the rehabilitation scheme of the Company vide order dated 04/10/2007 and the same is under implementation.
- 22 The Company filed various Writ Petitions before the Hon'ble High Court of Madhya Pradesh (Indore Bench), under Article 226 of Constitution of India seeking direction to the Commercial Tax Department of M.P./State Govt. to comply and implement the relief and concessions in respect of Hi-Pro Eou Division as contained in the para 17E(iv) of the Rehabilitation scheme towards exemption from Commercial Tax, Central Sales Tax, Value Added Tax and Entry Tax. The Hon'ble High Court vide its two Orders separately in two petitions gave a directions (in first order) to the State Government for taking appropriate decision in the matter at the earliest, on the basis of scheme sanctioned by the BIFR keeping in view the provisions contained in the SICA and with direction (in second order) to the State Govt. of Madhya Pradesh to take appropriate steps and decide the matter expeditiously. The matter is pending with State Govt. of Madhya Pradesh for their consideration. However the other remaining petitions are pending with Hon'ble High Court.
- 23 The Company has filed two petitions before Hon'ble High Court of Madhya Pradesh against the orders passed by Commercial Tax Department in respect of VIL- Division for Year 2007-2008 and Year 2008-2009 respectively for seeking direction from Hon'ble High Court, for bearing from imposing Entry Tax on the purchase of goods (oil seeds-soya bean seeds) covered by notification No.9 dated 01.04.2007 issued by State Govt. of M.P. which have been purchased by the Company after satisfying the conditions of the said notification and direct to the Commercial Tax Department to treat such purchases as exempted purchases not liable to Entry Tax. Presently pending before the Hon'ble High Court of Madhya Pradesh (Jabalpur Bench).
- 24 The Company has filed the Writ Petition on 20.06.2011 before Hon'ble High Court of Madhya Pradesh (Indore Bench), against the order dt.09.06.2010 passed by State Appellate Forum in respect of capacity with reference to deferment of sales tax regarding ex-parte amendment order passed (originally dated 27.06.1992) by the Sales Tax Authority reassessing the production capacity of company's plant as on 31.03.1993. The same is pending before Hon'ble High Court Indore.
- 25 **Deferred Income tax:**
Deferred tax assets are Rs. **56315082** (Rs. 55235747) arising mainly of Entry tax & purchase tax not allowable as expenditure under the Income tax Act 1961.
Deferred tax liability is Rs. **50734880** (Rs. 42861251) arising on account of higher depreciation admissible as per Income tax Act Rules, 1962.
Deferred tax assets being higher than deferred tax liabilities, net deferred tax assets are Rs. **5580202** (Rs. 12374496).
The Company recognizes deferred tax assets to the extent of deferred tax liability, and following a conservative and prudent approach excess of deferred tax assets has not been given effect in the Balance Sheet.
- 26 In the opinion of the Board, the current assets, loan and advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated and provisions for all known liabilities are adequate and not in excess of the amount considered reasonable and necessary.
- 27 The Company's operation relates to manufacture of soya products, which are in the nature of joint products and by-products. Hence, the company has only one reportable Segment as per Accounting Standard-17.

**28 FORWARD BOOKING CONTRACTS**

The Company in accordance with its risk managements policies and procedure enters into foreign currency forward contracts to manage its exposure in foreign exchange rates. These contracts are for a period from one day to one year.

The company has outstanding forward booking contracts at year end.

Foreign Currency

	(March 31, 2016)	(March 31, 2015)
U.S. DOLLAR	8258359	18848967
EURO	469850	-
GBP	-	62800

29 Related party disclosures:**a) Managerial Remuneration**

Name	Description of relationship	Nature of transaction (Rs.)
Shri. Rahul Mutha	Managing Director	Remuneration Rs. 6000000 Provident Fund Rs. 720000 Perquisites Rs. 88138
Shri. Prameet Mutha	Jt. Managing Director	Remuneration Rs. 5700000 Provident Fund Rs. 684000

The directors, apart from above, have no other transaction, pecuniary or otherwise, or business relationship with the company.

30 Earning Per Share (EPS)

	Current Year	Previous Year
a) Net profit for the year (Rs.)	160893645	151287175
b) Weighted average Number of Equity Shares	160577596	160577596
c) Nominal value of per ordinary share (Rs.)	1/-	1/-
d) Basic earning per share (Rs.)	1.00	0.94
e) Diluted earning per share (Rs.)	1.00	0.94

31 Figures and words in brackets pertain to previous year unless otherwise specified.

32 Figures have been rounded off to the nearest Rupee.

33 Additional information required under paragraph 3 & 4 in part II of schedule VI of the Companies Act, 1956

a) Auditors remuneration

	Current Year Rs.	Previous Year Rs.
i) Audit fees	5,72,500	5,61,800
ii) Cost audit fees	51,525	38,000

b) Particulars of installed capacity (in M.T.)

	Current year	Previous Year
i) Solvent Extraction Plant	412500	412500
ii) Oil Refinery / Degumming	102500	102500

c) Information related to Raw Material and Finished Goods



PARTICULARS	CONSUMPTION	PARTICULARS	SALES
Raw Material		SALES OF PRODUCTS	
Soya Seed	5798792189 (7240504176)	Soya Meal	4550171437 (5916872941)
Soya Crude Oil	678323234 (589474580)	Refined Oil	2143690299 (1927732041)
Others	76477423 (72599000)	Others	1535895696 (1710578674)
Total	6553592846 (790257756)	Total	8229757432 (9555183656)

- The Figures mentioned in the brackets are previous year figures.

d) Derivatives contracts entered into by the company and out standing as on 31st March,2016:

For hedging commodity related risk ;

	31 st March.16	31 st March.15
Soyabean seed	9300 MT	9900 MT
Refined oil	2750 MT	3400 MT

Aforesaid derivative instrument acquired by the company for hedging purpose only.

e) Details of CSR Expenditure

The expenditure incurred for complying with the provisions for CSR expenditure required under section 135 of Companies Act, 2013 has been done directly and indirectly. The details are as under:-

Particulars	2015-2016	2014-2015
(i) Gross amount required to be spent by the company during the year	56.52	33.74
(ii) Amount spent during the year on:		
Directly	18.26	9.36
Indirectly	1.00	1.21
BALANCE TO BE SPENT	37.26	23.17

f) Expenditure in Foreign Exchange

	Current Year Rs.	Previous Year Rs.
i) On account of Capital Goods / Stores	1838296	1666337
ii) Travelling	447020	325546
iii) Commission	3074560	2249950
iv) Others /Lecithin Import	89324521	38175264
v) Earnings in Foreign Exchange		
Export of Finished Products		
(Including earning foreign		
Exchange on FOB basis	265,65,05,014	288,27,24,276



vi) Managerial Remuneration to Directors

	Current Year Rs.	Previous Year Rs.
i) Managing Director		
a) Remuneration	6000000	4800000
b) Contribution to Provident & Other funds	720000	576000
c) Perquisites	88138	386353
ii) Directors other than Managing Director		
a) Remuneration	5700000	4200000
b) Contribution to PF & other funds	684000	504000
c) Perquisites	0	295435
iii) Non- Executive Directors		
Sitting Fees	115000	80000

34 FIGURES OF THE PREVIOUS YEAR HAVE BEEN REGROUPED WHEREVER REQUIRED.

As per our report of even date

For and on behalf of the Board of Directors

For Sodani & Company
Chartered Accountants
(Regd. No. 000880C)

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager (Legal) &
Company Secretary

Praneet Mutha
Jt. Managing Director

Place: Dewas
Dated: 27.08.2016



INDEPENDENT AUDITOR'S REPORT

**TO,
THE MEMBERS OF VIPPY INDUSTRIES LTD.**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of VIPPY INDUSTRIES LIMITED, ("the Company") and its associate VIPRO EXIM LIMITED, which comprises the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year ended March 31, 2016 and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associate in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The respective Board of Directors of the Company and its associate is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate as at March 31, 2016, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit for the aforesaid consolidated financial statements;
- b) In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained;
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of written representations received from the directors of the Company and its associate as on March 31, 2016 taken on record by the Board of Directors of the Company and its associate, none of the directors are disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' reports of the Company and its associate company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company and its associate company, regarding internal financial controls over financial reporting;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associate - Refer to note 20 to the consolidated financial statements.
 - II. The Company and its associate does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its associate.

Date : 27/08/2016
Place : Dewas

For : SODANI & COMPANY
Chartered Accountants
(FRN.: 000880C)

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph “f” under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of Vippy Industries Ltd (“the Company”) and its associate Vipro Exim Ltd. as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of the Company and its associate, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its associate are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company and its associate considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company and its associate's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”), both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained in the Company and its associate is sufficient and appropriate to provide a basis for our audit opinion on the Company and its associate's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its associate have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For: Sodani & Company
Chartered Accountants
Firm's Registration No: 000880C

Rajesh Sodani
Partner
Membership No. : 077005

Dewas
27/08/2016



CONSOLIDATED BALANCE SHEET AS AT 31.03.2016	Note no	Figures as at the end of current reporting period 31.03.16	Figures as at the end of previous reporting period 31.03.15
Particulars		(₹)	(₹)
I .EQUITY & LIABILITIES			
(1)Shareholders'funds :			
(a) Share capital	3	160577596	160577596
(b) Reserves & Surplus	4	1297073420	1136469775
		<u>1457651016</u>	<u>1297047371</u>
(2)Share application money pending allotment		0	0
(3) Non -Current Liabilities			
(a) Long -term borrowings	5	0	608160
(b) other Long term liabilities			
Total non current Liabilities		<u>0</u>	<u>608160</u>
(4)Current Liabilities			
(a) Short-Term borrowings	6	291888462	229801718
(b) Trade payable	7	50928427	152467612
(c) Other current liabilities	7	14656948	14766685
(d) Short term provisions	7	296197435	246779058
Total current Liabilities		<u>653671272</u>	<u>643815072</u>
II.ASSETS	TOTAL	<u>2111322289</u>	<u>1941470603</u>
Non- Current Assets			
1.(a) Fixed assets			
(i)Tangible Assets	8		
Gross Block		1747330965	1684898551
Less:Depreciation		<u>1283012146</u>	<u>1252143130</u>
Net Block		464318819	432755421
(ii) In tangible Assets		0	0
(iii)Capital Work-in-Progress		1139311	4197096
(iv)Intangible assets under development			
		<u>465458131</u>	<u>436952517</u>
(b)Non-Current Investment	9	10000	460000
(c)Deferred tax assets (net)		0	0
(d)Long Term Loans and advances	9	8230832	8924411
(e)Other non -current assets	9	4990249	8764277
Total non current Assets		<u>478689211</u>	<u>455101204</u>
2. Current Assets			
(a) Current Investments			
(b) Inventories	10	643711274	589036148
(c)Trade Receivables	11	289652259	448549261
(d)Cash and cash equivalents	12	668003694	417393345
(e)Short term loans and advances	13	31265851	31390644
(f)Other current assets		0	0
Total current Assets		<u>1632633077</u>	<u>1486369399</u>
TOTAL		<u>2111322289</u>	<u>1941470603</u>

Significant Accounting Policies

1 to 34

Notes on Financial Statements
As per our report or even date

For and behalf of the Board of Directors

For Sodani & Company
Chartered Accountants

Johar Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani

Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager Legal &Company Secretary

Praneet Mutha
Jt.Managing Director

Dewas

Dated 27.08.2016


CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 01.04.15 TO 31.03.2016

Particulars	Note no	Figures as at the end of current reporting period 31.03.16 (₹)	Figures as at the end of previous reporting period 31.03.15 (₹)
I..Revenue from operations	14	8215539680	9549049036
II..Other Income	14	54689398	62796061
III.Total Revenue(I+II)		8270229079	9611845097
IV.EXPENSES :			
Cost of Materials cosumed	15	6553592846	7902577756
Purchase of Stock in Trade		557265820	773027742
Changes in inventories of finished goods, work-in-progress and stock in trade.	16	118445256	(92322582)
		0	0
Employees Benefit Expenses	17	93568205	84688985
Financial costs	18	11713461	43742368
Depreciation and amortization expenses	8	71689487	23994625
Other expenses	19	613100063	684256028
Total expenses		8019375138	9419964922
V.Profit before tax		250853940	191880175
Less: Tax expenses			
1. Current tax		94615000	65707144
2. MAT Credit entitlement		-4814705	-25114144
VI. Net tax expenses		89800295	40593000
VII. Profit before Share of Associates		161053645	151287175
Share of Loss of Associates		450000	0
Profit after tax for the period		160603645	151287175
VIII.Earning per equity share		1.00	0.94
(1) Basic &Diluted			

Significant Accounting Policies
Notes on Financial Statements

1 to 34
For and behalf of the Board of Directors

As per our report of even date

For Sodani & Company
Chartered Accountants

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager Legal &Company Secretary

Praneet Mutha
Jt.Managing Director

Dewas
Dated:27.08.2016

**CONSOLIDATED CASH FLOW STATEMENT**

DESCRIPTION	FOR THE YEAR ENDED March.2016 (₹)	FOR THE YEAR ENDED March.2015 (₹)
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(loss) before tax & extraordinary items	250853940	191880175
Adjustment for :-		
Depreciation	71689487	23994625
Dividend (received)/ Paid	(343363)	
Loss/(Profit) on sale of fixed assets	(50443)	(2969403)
Share of Loss of Associates	450000	0.00
Operating profit before working capital changes	<u>322599621</u>	<u>212905397</u>
LESS :-		
Increase/(Decrease) in Inventory	54675126	89587706
Increase/(Decrease) in Debtors, Loans - Advances & Non current assets	(163939403)	78422649
Decrease/(Increase) in Current Liabilities	142030839	24061842
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	<u>289833059</u>	<u>20833200</u>
(B) CASH FLOW ARISING FROM INVESTING ACTIVITY		
Acquisition of fixed assets	(102343546)	(23430191)
Proceeds from sale of fixed assets	2198889	3544605
Dividend received	343363	
NET CASH INFLOW FROM INVESTING ACTIVITY	<u>(99801294)</u>	<u>(19885586)</u>
(C) CASH FLOW ARISING FROM FINANCING ACTIVITY		
Increase/(Decrease) in Bank borrowings	62086744	-535073495
Increase/(Decrease) in long term borrowings	(608160)	(6947352)
NETCASH INFLOW FROM FINANCING ACTIVITIES	<u>61478584</u>	<u>(542020847)</u>
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	251510349	-541073233
ADD-OPENING CASH & CASH EQUIVALENTS	<u>417393345</u>	<u>958466578</u>
CLOSING CASH & CASH EQUIVALENTS	<u>668903694</u>	<u>417393345</u>

This is the Cash Flow Statement referred to in our report of even date.

For and behalf of the Board of Directors

For and on behalf of
Sodani & Company
Chartered Accountant

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager Legal & Company secretary

Praneet Mutha
Jt.Managing Director

Place : Dewas
Dated : 27.08.2016



Vippy Industries Ltd.

Notes forming part of the Consolidated Financial Statements as at March 31 2016

(annexed to and forming part of the financial statement for the year ended 31st March, 2016)

NOTE NO.1: GENERAL INFORMATION

Vippy Industries Limited was established in 1973 as a private Limited Company & converted as Public Limited Company on 1986. The company is incorporated under the provisions of Companies Act, 1956. The company is engaged in Manufacturing of De-oiled cake(DOC) & Edible Refined oil from soyabean seed through solvent extraction method. The company has an ISO certification, certified by Bureau of Veritas ISO 9001: 2008 since 1998.

The Company's manufacturing facilities are located at 28, Industrial Area, A.B. Road, Dewas, Madhya Pradesh

NOTE NO.2: PRINCIPLES OF CONSOLIDATION, SIGNIFICANT ACCOUNTING POLICIES

A BASIS OF CONSOLIDATION

I.

- (a) The Consolidated Financial Statements("CFS") are prepared in accordance with accounting standard(AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements". The Consolidated Financial Statements ("CFS") comprises the financial statements of Vippy Industries Limited and its associate Vipro Exim Limited.
- (b) The consolidated financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India ("Indian GAAP").The consolidated financial statements have been prepared to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the companies (Accounts) Rule, 2014 issued by the Ministry of Corporate Affairs. The said consolidated financial statements have been prepared under the historical cost convention and on an accrual basis of accounting, except for the revaluation of certain fixed assets and certain financial instruments which are measured at fair value.
- (c) The Company's interest in Associate is accounted for using equity method, whereby the share of profit/loss of the associate company (the loss being restricted to the cost of investment) has been added to/deducted from the cost of investment.

II. Details of Associates:

S.No.	Name of Entity	Country of Incorporation	Percentage of ownership interest and voting power(direct/indirect)	
			As of March 31, 2016 %	As of March 31, 2015 %
1	Vipro Exim Limited	India	45	45

**B Classification of Assets and Liabilities into Current /Non-current**

All assets and liabilities are presented as Current or Non-current as per the company's normal operating cycle and other criteria set out in the schedule III of the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization, the Company has ascertained its operating cycle as 12 months for the purpose of Current/Non-current classification of assets and liabilities.

C USE OF ESTIMATES

The preparation of the consolidated financial statements in conformity with the Generally Accepted Accounting Principles ("GAAP") in India requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these estimates and assumptions could result in the outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

D FIXED ASSETS

Fixed assets, are stated at cost of acquisition inclusive of duties (net of TED) taxes, less accumulated depreciation and impairment losses. Cost comprises the purchase price and any attributable cost related to the acquisition and installation of the respective asset to bring the asset to its working condition for its intended use.

Fixed assets are revalued at a suitable interval and resulting surplus/deficit is carried over as Revaluation Reserve as part of Reserves and surplus.

Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the Balance Sheet date.

E GOVERNMENT GRANTS & SUBSIDIES

Government grants are accounted when there is reasonable assurance that the enterprises will comply with the conditions attached to them and it is reasonably certain that the ultimate collection will be made. Capital subsidy in nature of Government Grant related to specific fixed assets is accounted for where collection is reasonably certain and the same is shown as a deduction from the gross value of the assets concerned in arriving at its book value and accordingly the depreciation is provided on the reduced book value. Other revenue grants are credited to the statement of profit and loss account.

F REVENUE RECOGNITION

Sales are recognized on transfer of significant risks and rewards of ownership of the goods to the buyer. Sales are disclosed net to Sales Tax, Value Added Tax (VAT), trade discounts, rebates and returns but include Excise Duty.

Dividend income is accounted for when the right to receive the income is established and known by the Balance Sheet date. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable. Income other than dividend, are recognized on maturity or sale.

Export incentives, insurance, railway and other claims/receipts, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

G FOREIGN CURRENCY TRANSACTIONS

Initial recognition

"Transactions in foreign currencies entered into by the Company are accounted at the exchange rate prevailing on the date of the transaction or at rate that closely approximate the rate at the date of the transaction"



“Measurement at the balance sheet date”

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost. Accounting for forward contracts Premium / discount on forward exchange contract, which are not intended for trading or speculation purpose, are amortised over the period of the contracts if such contracts related to monetary items as at the balance sheet date. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense in the period in which such cancellation or renewal is made.

H DERIVATIVE ACCOUNTING

Derivative contracts in the nature of currency forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions in foreign currency which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign currency transactions.

All other derivative contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

I INVESTMENTS

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investment. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the consolidated financial statements at lower of cost and fair value, determined on category of investment basis. Long- term investments presented in the consolidated financial statements are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary decline, in the value of investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Investment in associate company is accounted using Equity method.

J INVENTORIES

Raw materials, coal & fuel and stores and spares are valued at the lower of cost and net realisable value; Cost being computed on weighted average basis.

Finished goods (ascertained on FIFO basis) and work in process valued at the lower of estimated cost and net realizable value (cost being a composition of direct material cost, direct labour cost and overheads necessary to bring the inventories to their present location and condition).

K BORROWING COSTS

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

L DEPRECIATION

The Company has provided depreciation on the straight line method basis (SLM) in respect of Assets acquired, at the rate as per the useful life prescribed in schedule II to the Companies Act, 2013. Depreciation on fixed assets is calculated on revalued figures and the charge pertaining to revalued component is adjusted against the Revaluation reserve. Depreciation on Fixed assets added/disposed off during the year is provided on pro-rata basis.

With effect from April 1, 2015 the difference between depreciation provided on revalued amount and on historical cost is transferred from revaluation reserve to retained earnings.

**M EMPLOYEE BENEFITS**

Post Employment Benefits:

Defined Benefit Plans: The Company's Gratuity scheme is defined Employee Benefits plans. In accordance with the requirements of Accounting Standard-15 "Employee Benefits", the Company provides for gratuity covering eligible employees on the basis of actuarial valuation. Under the gratuity plan, every employee who completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is funded with Life Insurance Corporation of India in the form of qualifying insurance policy.

Defined Contribution Plans :

Contributions payable by the Company to the concerned government authorities in respect of provident fund, family pension fund and employees state insurance are defined contribution plans. The contributions are recognized as an expense in the Statement of Profit and Loss Account during the period in which the employee renders the related service. The Company does not have any further obligation in this respect, beyond such contribution.

N PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the consolidated financial statements.

O TAXES ON INCOME

The accounting treatment followed for taxes on income is to provide for Current Tax and Deferred Tax. Provision for current income tax is made for the tax liability payable on taxable income ascertained in accordance with the applicable tax rates and laws.

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

P IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that any assets may be impaired.

If any such indication exist, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance date there is an indication that a previously assessed impairment loss no longer exist, the recoverable amount is reassessed and the assets is reflected at the lower of recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised.

Q EARNINGS PER SHARE

In determining earning per share, the Company considers the net profit after tax and includes the post-tax effect of any extra-ordinary item. The number of equity shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The number of equity shares used in computing diluted earning per share comprises weighted average number of equity shares considered for deriving basic earning per share.

R CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.



NOTE NO-3

SHARE CAPITAL

Authorised:

Equity

25,00,00,000 Equity Shares of Rs.1/- each

(Previous year 250000000 Equity Shares of Rs.1/- Each)

AS AT 31.03.16

(₹)

AS AT 31.03.15

(₹)

250000000

250000000

250000000

250000000

160577596

160577596

Issued,Subscribed & Paid up:

160577596 Equity Shares of Rs.1/- each

(Previous year 160577596 Equity Shares of Rs.1/- Each)

i) During the current year and in the previous year there have been no movement in the NO.of equity shares out standing

ii)The company has only one class of equity share,having a par value of Rs 1 per share.Each share holders is eligible to one vote per share held.

Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	31,March 2016		31,March 2015	
	Nos	(₹)	Nos	(₹)
Out standing at the beginning of the year	160577596	160577596	160577596	160577596
Issue during the year		-		-
Out standing at the end of the year	160577596	160577596	160577596	160577596

Details of shareholders holding more than 5% share in the company

Name of share holders	31,March 2016		31,March 2015	
	Nos	(₹)	Nos	(₹)
Rahul Mutha	11591389	7.22	11492561	7.16
Piyush Mutha	11761526	7.32	11651504	7.25
Praneet Mutha	11650581	7.26	11562604	7.20
Sungem Impex Pvt.Ltd	30035800	18.70	30035800	18.70
Sunline India enterprises Pvt.Ltd	30000000	18.68	30000000	18.68
Starshine Enterprises Pvt Ltd	30000000	18.68	30000000	18.68
Moon Nutrients Pvt Ltd	30000000	18.68	30000000	18.68

NOTE NO-4

RESERVES AND SURPLUS:

	96.54	96.34
CAPITAL RESERVE	69743701	69743701
FIXED ASSETS REVALUATION RESERVE	164754679	
Less:Transferred to Retained Earning	48053687	116700992
GENERAL RESERVE	27278627	27278627
PROFIT & LOSS ACCOUNT		
Balance as at the beginning of the year	874692767	
Add:Transferred from Revaluation Reserve	48053687	
Add :Net profit for the period	160603645	1083350099
	1297073420	1136469775

NOTE NO 5

LONG TERM BORROWINGS

SECURED LOANS

HDFC Car loan	0	608160
	0	608160

HDFC Bank car loan @10.26%: are secured by hypothecation of vehicle.The company has not made any default as at the reporting date in repayment of instalment and interest

**NOTE NO 6****SHORT TERM BORROWINGS****SECURED LOANS**

Axis Bank over draft Account	0	23346526
HDFC Bank over draft Account	291888462	206455192
	<u>291888462</u>	<u>229801718</u>
Overdraft accounts against fixed deposit lien with banks shown note no.12		

NOTE NO 7**CURRENT LIABILITIES****1) Trade Payable**

For goods, services and expenses

i) Dues to Micro and small enterprises		0
ii) Dues to other creditors	50928427	152467612

2) Others current liabilities

HDFC Bank Car Loan a/c

576842	1230691
--------	---------

Other Payables

i) TDS	1193511	1525153
ii) TCS	2186	45
iii) VAT/CST Payable	2145389	
iv) Other Statutory dues	624335	707944
v) Salary, Wages, Bonus	7795852	6684965
v) Others	2318834	4617887

3) Short term provisions

i) Provision for taxation	89800295	40593000
ii) Outstanding Liabilities	206397140	206186058
	<u>361782810</u>	<u>414013354</u>

Trade payable : The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum. This disclosure is on the basis of the information available with the company regarding the Status of the supplies as defined under the interest on delayed payments to Micro Small and Medium Enterprises Development Act 2006.

Provision for taxation : Liability of Income tax net of MAT credit Provided as per Provision of the Income Tax Act.



NOTE NO.-8											
FIXED ASSETS											
Particulars of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Cost as on 01.04.2015 Rs.	Addition during the Period Rs.	Deductions during the Period Rs.	As on 31.03.16 Rs.	Up to 01.04.15 Rs.	Deductions during the Period Rs.	For the Period Rs.	Adjustment pursuant to schedule II of companies Act Rs.	Up to 31.03.16 Rs.	As at 31.03.16 Rs.	As at 31.03.15 Rs.
TANGIBLE ASSETS											
Land & Lease Hold Land	20241685	2079000		22320685					89415313	22320685	20241685
Building	192629839	9439908		202069747	83713524		570789		112654434	112654434	108916315
Plant & Machinery	1454251594	37902384	42968917	1449185061	1162837859	40820471	64413843		1186431231	262753830	291413735
Furniture & Fixtures	7464803	25040	0	7489843	2707304		647070		3354374	4135469	4757499
Vehicles	10310629			10310629	2884443		917108		3801551	6509078	7426186
Solar Power Plant	0	55955000		55955000			9677		55945323	0	0
TOTAL	1684898550	105401332	42968917	1747330965	1252143130	40820471	71689487	0	1283012146	464318819	432755420
Capital work in progress	4197096		3057785	1139311						1139311	4197096
Previous Year	1689095647	105401332	46026702	1748470277	1252143130	40820471	71689487	0	1283012146	465458131	436952516
	1674806365	23430191	9140908	1689095647	1210956258	8565706	72063445	22310867	1252143130	436952517	463850106

NOTE:-

i) The Company's building, plant and machinery, and other fixed assets were revalued on 28.12.1989 on the basis of report of Registered Valuer. Accordingly, these assets were restated with the incremented amount over their written down value amounting to Rs. 7,901.94 Lacs as on 31.12.1989, and the same was correspondingly, transferred to Revaluation Reserve Account. During the year, depreciation of Rs. 480.54 lacs (Rs. 480.69 lacs) pertaining to revalued portion of fixed assets has been charged to Retained Earning



NOTE NO -9

AS AT 31.03.16
(₹)

AS AT 31.03.15
(₹)

(b) Non Current Investment

Long term Investment(at cost) un quoted

A) Trade investment

Vipro Exim Ltd.
450630 fully paid up equity share of Rs 10/each
(Out of which 225315 equity shares of Rs10 each
received as Bonus shares during 2008-09)

Original cost

Accumulated loss

B) Non-Trade investment un quoted

Saraswat Co.Op. Bank Ltd
1000 fully paid up equity share of Rs 10/each

450000
-450000

450000
0

10000

10000

Total Non Current investment A+B

10000

460000

Aggregate amount of un quoted investment

(c) Long term Loans & Advances

Deposits with MPEB

Others

7043481
1187351
8230832

8596407
328004
8924411

(d) Other Non Current Assets

i) Cenvat/Ted receivable

ii) Trade receivable(More than one year)

Less: Provision for Bad & doubtful debts

iii) Fixed Deposits

9417766
6747451

1439132
2670315
880802

567560
7391717
805000

4990249

8764277

The Company is contingently liable

(a) Guarantees given by the Company's banker on behalf of the Company

4994250

3450000

Against the above, Banks are holding fixed deposit as margin; the deposit forms
part of 'Fixed Deposit Account' under the head **Non Current Assets (see note
no.9 (d)) & part of Cash and Bank Balances (see note no. 12)**

5142878

3753622

NOTE NO -10

INVENTORIES

(a) Raw Materials

(b) Coal & Fuel

(c) Stores & Spare Parts

(d) Finished Goods

452278255
9776732
14697316
166958971
643711274

284518375
7686988
11426558
285404227
589036148

NOTE NO -11

TRADE RECEIVABLE

(Unsecured considered good)

Trade receivable

Others

289652259
289652259

448549261
448549261

NOTE NO -12

CASH & CASH EQUIVALENTS

1) Balance with Bank

a) Current account

b) Fixed Deposit account

2) Cash in hand

6713825
661094520
195349
668003694

17699149
399541458
152739
417393345

NOTE NO -13

SHORT TERM LOANS AND ADVANCES

(Unsecured considered good)

Recoverable in Cash or Kind for value to be received

Other Loans & Advances

i) Prepaid Expenses

ii) T D S deducted/ Advance tax

iii) Input Tax Rebate/vat credit

iv) Loans to employee

v) Excise duty PLA a/c

1120007
28637144
719547
750527
38626
31265851

708300
28553272
1533272
592800
3000
31390644


NOTE NO -14 REVENUE FROM OPERATIONS
SALES OF PRODUCTS

Finished Products
Less: Excise duty

PERIOD ENDED 31.03.16	PERIOD ENDED 31.03.15
8229757432	9555183656
14217752	6134620
8215539680	9549049036

OTHER INCOME

a) Interest on Term Deposits
b) Recovered from NSEL
c) Miscellaneous Receipts

53437381	58506393
0	342936
1252018	3946731
54689398	62796060
8270229079	9611845097

Revenue from operations & other income

NOTE NO -15
COST OF MATERIAL CONSUMED

Raw Material Consumed:

Opening Stock
Add : Purchases

284518375	277383872
6721352726	7909712259
7005871101	8187096131
452278255	284518375
6553592846	7902577756

Less : Closing Stock
Cost of Material Consumed

NOTE NO -16
CHANGE IN INVENTORIES OF FINISHED GOODS

Opening Stock of Finished Goods & Stock in Process

285404227	193081645
-----------	-----------

Less: Closing Stock of Finished Goods & Stock in Process

166958971	285404227
118445256	(92322582)

NOTE NO -17
EMPLOYEES BENEFITS EXPENSES

(1) Salaries, Wages & Bonus
(2) Company's Contribution to Provident Fund & Others
(3) Welfare Expenses
(4) Employees Group Gratuity Fund

81034950	71852156
7276615	6549800
2221133	2155947
3035507	4131081
93568205	84688985

NOTE NO -18
FINANCIAL COSTS

Interest Expenses
Bank Commission & Charges

10118691	41809013
1594770	1933355
11713461	43742368

NOTE NO -19
OTHER EXPENSES
a) Manufacturing Expenses

Stores & Spares Consumed
Power & Fuel charges
Repairs & Maintenance to P&M
Laboratory Expenses
Excise duty on closing stock
Lease Rent

15418310	16245830
165677115	178310160
9401587	7478835
1587883	736751
543283	3675636
1673	1808
192629851	206449021

b) Selling & Distribution expenses

Selling & Distribution expenses

388692039	445128265
388692039	445128265

c) Establishment Expenses

Rates & Taxes
Insurance
Repairs & Maintenance
Auditor's Remuneration
Advertisement & Publicity
Director Sitting Fees
CSR Expenses
Office Expenses
Provision for diminution in value of non current investment
Miscellaneous Expenses

1336947	1779550
5018546	4854808
8231382	8013661
624025	599800
62579	87460
115000	80000
1926291	1057046
3591447	5855669
0	1800000
10871955	8820748
31778172	32678743
613100063	684256028

TOTAL A+B+C

Miscellaneous Expenses : Miscellaneous and other expenses include Rs.2334674 (Rs.415765) on account of travelling expenses of Directors, out of which expenses on Directors foreign travelling is Rs 1942321 (Rs 118072)

**NOTES TO ACCOUNTS**

- 20 Contingent Liabilities (to the extent not provided for) As on March 31, 2016, Contingent liabilities amounts to Rs. 5,60,639/-.
- 21 **Going Concern.**
The accumulated losses of the Company at the year ended 31.12.2000 exceeded the net worth of the Company. The Company was declared by the Hon'ble BIFR as a sick industrial company within the meaning of SICA, and the Hon'ble BIFR sanctioned the rehabilitation scheme of the Company vide order dated 04/10/2007 and the same is under implementation.
- 22 The Company filed various Writ Petitions before the Hon'ble High Court of Madhya Pradesh (Indore Bench), under Article 226 of Constitution of India seeking direction to the Commercial Tax Department of M.P./State Govt. to comply and implement the relief and concessions in respect of Hi-Pro Eou Division as contained in the para 17E(iv) of the Rehabilitation scheme towards exemption from Commercial Tax, Central Sales Tax, Value Added Tax and Entry Tax. The Hon'ble High Court vide its two Orders separately in two petitions gave a directions (in first order) to the State Government for taking appropriate decision in the matter at the earliest, on the basis of scheme sanctioned by the BIFR keeping in view the provisions contained in the SICA and with direction (in second order) to the State Govt. of Madhya Pradesh to take appropriate steps and decide the matter expeditiously. The matter is pending with State Govt. of Madhya Pradesh for their consideration. However the other remaining petitions are pending with Hon'ble High Court.
- 23 The Company has filed two petitions before Hon'ble High Court of Madhya Pradesh against the orders passed by Commercial Tax Department in respect of VIL- Division for Year 2007-2008 and Year 2008-2009 respectively for seeking direction from Hon'ble High Court, for forbearing from imposing Entry Tax on the purchase of goods (oil seeds-soya bean seeds) covered by notification No.9 dated 01.04.2007 issued by State Govt. of M.P. which have been purchased by the Company after satisfying the conditions of the said notification and direct to the Commercial Tax Department to treat such purchases as exempted purchases not liable to Entry Tax. Presently pending before the Hon'ble High Court of Madhya Pradesh (Jabalpur Bench).
- 24 The Company has filed the Writ Petition on 20.06.2011 before Hon'ble High Court of Madhya Pradesh (Indore Bench), against the order dt. 09.06.2010 passed by State Appellate Forum in respect of capacity with reference to deferment of sales tax regarding ex-parte amendment order passed (originally dated 27.06.1992) by the Sales Tax Authority reassessing the production capacity of company's plant as on 31.03.1993. The same is pending before Hon'ble High Court Indore.
- 25 **Deferred Income tax :**
Deferred tax assets are Rs. **56315082** (Rs. 55235747) arising mainly of Entry tax & purchase tax not allowable as expenditure under the Income tax Act 1961.
Deferred tax liability is Rs. **50734880** (Rs. 42861251) arising on account of higher depreciation admissible as per Income tax Act Rules, 1962.
Deferred tax assets being higher than deferred tax liabilities, net deferred tax assets are Rs. **5580202** (Rs. 12374496).
The Company recognizes deferred tax assets to the extent of deferred tax liability, and following a conservative and prudent approach excess of deferred tax assets has not been given effect in the Balance Sheet.
- 26 In the opinion of the Board, the current assets, loan and advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated and provisions for all known liabilities are adequate and not in excess of the amount considered reasonable and necessary.



- 27 The Company's operation relates to manufacture of soya products, which are in the nature of joint products and by-products. Hence, the company has only one reportable Segment as per Accounting Standard-17.

28 **FORWARD BOOKING CONTRACTS**

The Company in accordance with its risk managements polices and procedure enters into foreign currency forward contracts to manage its exposure in foreign exchange rates. These contracts are for a period from one day to one year.

The company has outstanding forward booking contracts at year end.

Foreign Currency

	(March 31, 2016)	(March 31, 2015)
U.S. DOLLAR	8258359	18848967
EURO	469850	-
GBP	-	62800

- 29 Related party disclosures:

a) Managerial Remuneration

Name	Description of relationship	Nature of transaction (Rs.)
Shri Rahul Mutha	Managing Director	Remuneration: Rs. 6000000 Provident Fund : Rs 720000 Perquisites : Rs 88138
Shri Praneet Mutha	Jt. Managing Director	Remuneration : Rs. 5700000/ Provident fund : Rs. 684000/

The directors, apart from above, have no other transaction, pecuniary or otherwise, or business relationship with the company.

30	Earning Per Share (EPS)	Current Year	Previous Year
a)	Net profit for the year (Rs.)	160603645	151287175
b)	Weighted average Number of Equity Shares	160577596	160577596
c)	Nominal value of per ordinary share (Rs.)	1/-	1/-
d)	Basic earning per share (Rs.)	1.00.	0.94
e)	Diluted earning per share (Rs)	1.00	0.94

- 31 Figures and words in brackets pertain to previous year unless otherwise specified.

- 32 Figures have been rounded off to the nearest Rupee.

- 33 Additional information required under paragraph 3 & 4 in part II of schedule VI of the Companies Act, 1956

a) Auditors remuneration	Current Year Rs.	Previous Year Rs.
i) Audit fees	5,72,500	5,61,800
ii) Cost audit fees	51525	38,000


b) Particulars of installed capacity (in M.T.)

	Current year	Previous Year
i) Solvent Extraction Plant	412500	412500
ii) Oil Refinery / Degumming	102500	102500

c) Information related Raw Material and Finished Goods

PARTICULARS	CONSUMPTION	PARTICULARS	SALES
Raw Material		SALES OF PRODUCTS	
Soya Seed	5798792189	Soya Meal	4550171437
	(7240504176)		(5916872941)
Soya Crude Oil	678323234	Refined Oil	2143690299
	(589474580)		(1927732041)
Others	76477423	Others	1535895696
	(72599000)		(1710578674)
Total	6553592846	Total	8229757432
	(7902577756)		(9555183656)

• The Figures mentioned in the brackets are previous year figures.

d) Derivatives contracts entered into by the company and outstanding as on 31st March.2016:

For hedging commodity related risk ;

	31st March.16	31st March.15
Soyabean seed	9300 MT	9900 MT
Refined oil	2750 MT	3400 MT

Aforesaid derivative instrument acquired by the company for hedging purpose only.

e) Details of CSR Expenditure

The expenditure incurred for complying with the provisions for CSR expenditure required under section 135 of Companies Act, 2013 has been done directly and indirectly. The details are as under:-

Particulars	2015-2016	2014-201
(i) Gross amount required to be spent by the company during the year	56.52	33.74
(ii) Amount spent during the year on:		
Directly	18.26	9.36
Indirectly	1.00	1.21
BALANCE TO BE SPEND	37.26	23.17

f) Expenditure in Foreign Exchange

	Current Year Rs.	Previous Year Rs.
i) On account of Capital Goods / Stores	1838296	1666337
ii) Travelling	447020	325546
iii) Commission	3074560	2249950
iv) Others / Lecithin Import	89324521	38175264
v) Earnings in Foreign Exchange		
Export of Finished Products		
(Including earning foreign		
Exchange on FOB basis	265,65,05,014	288,27,24,276



vi) Managerial Remuneration to Directors

	Current Year Rs.	Previous Year Rs.
i) Managing Director		
a) Remuneration	6000000	4800000
b) Contribution to Provident & Other funds	720000	576000
c) Perquisites	88138	386353
ii) Directors other than Managing Director		
a) Remuneration	5700000	4200000
b) Contribution to PF & other funds	684000	504000
c) Perquisites	0	295435
iii) Non- Executive Directors		
Sitting Fees	115000	80000

36. FIGURES OF THE PREVIOUS YEAR HAVE BEEN REGROUPED WHEREVER REQUIRED.

As per our report of even date

For and on behalf of the Board of Directors

For Sodani & Company
Chartered Accountants
(Regd. No.000880C)

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Sajeve Deora
Director

Rajesh Sodani
Partner
M.NO.F-77005

Prakash Chakrawarti
Sr.Manager (Legal) &
Company Secretary

Praneet Mutha
Jt. Managing Director

Place: Dewas
Dated:27.08.2016



Form AOC-1

Part “A”: Subsidiaries:

The Company does not have any subsidiary

Part “B”: Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

1.	Name of Associates/Joint Ventures	Vipro Exim Ltd.
2.	Latest audited Balance Sheet Date	31.03.2016
3.	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	450630 Equity Shares
	Amount of Investment in Associates/Joint Venture	₹450000
	Extend of Holding %	45%
4.	Description of how there is significant influence	Shareholding exceeding 20% of paid up share capital
5.	Reason why the associate/joint venture is not consolidated	Not Applicable a
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	₹12.12 Lacs
7.	Profit / (Loss) for the year	(₹10.90 Lacs)
	i. Considered in Consolidation	(₹4.50 Lacs)
	i. Not Considered in Consolidation	(₹6.40 Lacs)

- Accounts have been consolidated therefore reporting under this clause i.e. not applicable.
- Names of associates or joint ventures which are yet to commence operations.-NIL
- Names of associates or joint ventures which have been liquidated or sold during the year.NIL

Part A of the Annexure is not applicable as there are no subsidiaries companies of the Company as on 31st March, 2016.

For and on behalf of the Board of Directors

For Sodani & Co.

(Regd. No. - 000880C)

Auditors

Rajesh Sodani (Partner)

M.No. : F-77005

Joher Ali Zakir

Chief Financial Officer

Rahul Mutha

Managing Director

(DIN : 00424128)

Sajeve Deora

Director

(DIN : 00003305)

Prakash Chakrawarti

Sr. Manager (Legal) &
Company Secretary

Praneet Mutha

Joint Managing Director
(DIN : 00424250)

Dewas

Dated: 27th August,2016

Vippy Industries Ltd.

CIN: U15142MP1973PLC001225

Regd. Office: 28,Industrial Area,A.B.Road, Dewas-455001, Madhya Pradesh

Email:admin@vippysoya.com **Website:**www.vippysoya.com,

Phone: 07272- 258545,6., **Fax:** 07272-258552

Proxy Form

[Pursuant to section 105(6) of the companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules,2014]

Name of Member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member(s) of _____ Shares of the above named company, hereby appoint

1. Name: _____ , Address:- _____
E-mail Id: _____ , Signature: _____ or failing him
2. Name: _____ , Address:- _____
E-mail Id: _____ , Signature: _____ or failing him
3. Name: _____ , Address:- _____
E-mail Id: _____ , Signature: _____ or failing him

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on the Friday, 30th day of September, 2016 at 09.30 a.m. at Registered Office: 28,Industrial Area,A.B.Road, Dewas-455001, Madhya Pradesh and at any adjournment thereof in respect of such resolutions are indicated overleaf:

Vippy Industries Ltd.

CIN: U15142MP1973PLC001225

Regd. Office: 28,Industrial Area,A.B.Road, Dewas-455001, Madhya Pradesh

Email:admin@vippysoya.com **Website:**www.vippysoya.com,

Phone: 07272- 258545,6., **Fax:** 07272-258552

ATTENDANCE SLIP

42nd Annual General Meeting on Friday, 30th day of September, 2016 at 09.30 a.m

At Regd. Office: 28,Industrial Area,A.B.Road, Dewas-455001, Madhya Pradesh

Folio No. _____	DP ID No.* _____	Client ID No.* _____
Name of the Member _____	Signature _____	
Name of the Proxy holder _____	Signature _____	

*Applicable for members holding shares in electronic form.

1. Only Member/Proxy holder can attend the meeting
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

	Resolution No.	
	Ordinary Business	
1.	Adoption of Financial Statements for the year ended 31 st March,2016	
2.	Re-appointment of Smt Usha Mutha,(DIN: 00409255)as director who retires by rotation.	
3.	Appointment of M/s. Sodani & Company, Chartered Accountants as Auditors and fixing their remuneration.	
	Special Business	
4.	Appointment of Shri Pradeep Pandurang Mahajan(DIN:07523147) as Independent Director	
5.	Approval of remuneration of M/s Goyal & Co. cost accountants as cost auditors for the year ended 31.03.2017	
6	Approval of terms and appointment of Shri Praneet Mutha as Whole Time Director designated as Joint Managing Director	

Signed this -----day of-----2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company , not less than 48 hours before the commencement of the Meeting.

To, _____

If undelivered, please return to ;
VIPPY INDUSTRIES LIMITED
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area,
A. B. Road, Dewas (M.P.) - 455 001, India.
Tele: 07272-258545, 6 Fax : 07272-258552