

41st
Annual Report & Accounts
2014-15



VIPPY INDUSTRIES LTD.

An ISO 9001:2008 Certified Company

- Board of Directors** : Shri Rahul Mutha (Managing Director)
Shri Praneet Mutha (Executive Director)
Dr. K. Savagaon
Shri Sajeve Deora
Dr. Shailendra Karnawat
Smt. Usha Mutha(Woman Director)
- 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. 0731-3198601-602 ,2551745-46
Fax No. 0731- 4065798

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NOTICE

Notice is hereby given that the 41st Annual General Meeting of the Company will be held on Wednesday ,30th day of September,2015 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 Financial Statements of the Company for the year ended 31st March,2015 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Praneet Mutha(DIN- 00424250) who retires by rotation and being eligible, offers himself 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 2015-16 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 Smt. Usha Mutha (DIN: 00409255) as Woman 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), Smt. Usha Mutha (DIN: 00409255) , who was appointed as a Woman 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 her candidature for the office of Director be and is hereby appointed as a Woman Director of the Company liable to retire by rotation.”

5. To approve the remuneration of the Cost Auditors for the financial year ended 31st March,2016 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, 2016, 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 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 payment of revised remuneration as mentioned in the statement annexed hereto for the period 01.04.2014 to 31.3.2016 to Shri Praneet Mutha (DIN-00424250), who was appointed as a Whole Time Director designated as Executive Director for a period of two (2) years w.e.f 01.04.2014 .”

7. 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 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 payment of revised remuneration as mentioned in the statement annexed hereto for the period from 01.03.2015 to 31.3.2016 to Shri Praneet Mutha (DIN-00424250), who was appointed as Whole Time Director designated as Executive Director for a period of two (2) years w.e.f 01.04.2014 .”

8. 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 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 payment of revised remuneration as mentioned in the statement annexed hereto for the period 01.04.2015 to 31.3.2016 to Shri Praneet Mutha (DIN-00424250), Whole Time Director designated as Executive Director for a period of two (2) years w.e.f 01.04.2014 .”

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.”

9. 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 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 payment of revised remuneration as mentioned in the statement annexed hereto for the period 01.04.2014 to 31.3.2015 to Shri Rahul Mutha (DIN-00424128), who was appointed as Managing Director for a period of two (2) years w.e.f 01.04.2013 .”

10. 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 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 payment of revised remuneration as mentioned in the statement annexed hereto for the period 01.03.2015 to 31.3.2015 to Shri Rahul Mutha (DIN-00424128), who was appointed as Managing Director for a period of two (2) years w.e.f 01.04.2013 .”



11. 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 Rahul Mutha (DIN- 00424128), as a Managing Director for a period of two (2) years w.e.f 01.04.2015 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 Rahul 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
CIN: U15142MP1973PLC001225

Place: Dewas
Date: 08th August, 2015
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.
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. An Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed hereto.
4. The register of members and share transfer books will remain closed from Wednesday 23rd day of September,2015 to Wednesday 30th day of September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
7. 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.
8. 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.



9. 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 41st 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 Friday 25th day of September 2015 at 9.00 a.m. and ends on Tuesday, 29th day of September, 2015 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 Wednesday, 23rd day of September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders) <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) | 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. 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 (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant Vippy Industries Ltd. on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xviii) 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.
 - (xix) 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.
 - (xx) 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.
10. 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.

**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

Smt. Usha Mutha (DIN: 00409255) was appointed as a Woman Director as an Additional Director by the Board w.e.f. 31.03.2015. The Company has received a notice from the shareholder proposing the candidature of Smt. Usha Mutha to be appointed as a Woman Director under provisions of section 149 and 152 of the Companies Act, 2013. She is B.A. & possess business experience more than 25 years .

Except the Smt. Usha Mutha herself & Shri Praneet Mutha, Executive Director (son of Smt. Usha 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 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 for the financial year 2015-16 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.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March,2016.

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, 7 & 8

- On recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on 20.10.2014 revised the remuneration within the limits of Companies Act, 2013 read with Schedule V of the companies Act 2013 payable to Shri Praneet Mutha, Whole Time director , designated as Executive Director of the Company for the period w.e.f. 01.04.2014 to 31.03.2016 subject to consent of shareholders on the following terms and conditions and therefore Board of Directors decided to withdraw the application filed by the Company before Central Government and same has been withdrawn:

Remuneration:

- I. Basic Salary: ₹3,50,000/- (Rupees Three Lacs Fifty Thousand) per month in the Scale of ₹3,50,000/- ₹25,000/- ₹.3,75,000/-. Annual Increment of ₹25,000/- shall be payable on 1st April each year.
- II. Allowances & Perquisites: Subject to ceiling of ₹10 Lacs/- per annum.
 - a) Electricity: Expenditure incurred by the Executive Director on Water & Electricity at residence will be provided by the Company and shall be valued as per the Income Tax Rules 1962.
 - b) Leave Travel Concession: Reimbursement once in a year subject to maximum of one month's Salary.
 - c) Medical Reimbursement: Reimbursement during the year subject to a ceiling of one month's salary.



- d) Provident Fund: Contribution to provident fund to the extent not taxable under the Income Tax Act.
- e) Gratuity: Gratuity at the rate of half a month's salary for each completed year of service.
- f) Club Fees: Payment of Club Fees, subject to a maximum of two clubs excluding life membership fees.
- g) Telephone: Free Telephone and mobile facility at residence for official use.
- h) Car with Driver: Free use of one car with driver for official use.
- i) Personal Accident Insurance: Payment of annual premium for personal accident insurance subject to maximum of ₹50,000/- per annum.
- j) Medical Insurance: Payment of annual premium for medical insurance for self & his family subject to . maximum of ₹125,000/- per annum.

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

Except Shri Praneet Mutha himself and Smt. Usha Mutha, Woman Director (Mother of Shri Praneet Mutha), no 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.

- Further, on recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 14.03.2015 revised the remuneration payable to Shri Praneet Mutha for the period 01.03.2015 to 31.03.2016 subject to the consent of shareholders on the following terms and conditions:

Remuneration:

- I. Basic Salary: ₹3,50,000/- (Rupees Three Lacs Fifty Thousand) per month in the Scale of ₹3,50,000/- ₹25,000/- ₹3,75,000/-. Annual Increment of ₹25,000/- shall be payable on 1st April each year.
- II. Perquisites & Allowances: subject to ceiling of ₹10.00 Lacs per annum.
 - a) Electricity: Expenditure incurred by the Executive Director 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 including assignment of insurance policy if any 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 and Smt. Usha Mutha, Woman Director (Mother of Shri Praneet Mutha), no 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.7 of the notice.

Board of Directors recommends resolution, as set out in item No. 7 of the notice for your approval by ordinary resolution.



- Further, on recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 15.05.2015 revised the remuneration payable to Shri Praneet Mutha for the period 01.04.2015 to 31.03.2016 subject to the consent of shareholders on the following terms and conditions:

Remuneration:

- I. Basic salary: ₹4,75,000/- (Rupees Four Lacs Seventy Five Thousands Only) per month.
- II. Perquisites & Allowances: subject to ceiling of ₹10.00 Lacs per annum.
 - a) Electricity: Expenditure incurred by the Executive Director 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 including assignment of insurance policy if any 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 and Smt. Usha Mutha, woman director (Mother of Shri Praneet Mutha) themselves, no other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financial or otherwise, in the said resolution set out at item no.8 of the notice.

Board of Directors recommends resolution, as set out in item No. 8 of the notice for your approval by ordinary resolution.

Item No. 9, 10 & 11

On recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on 20.10.2014 revised the remuneration within the limits of Companies Act, 2013 read with Schedule V of the companies Act 2013 payable to Shri Rahul Mutha, Managing Director of the Company for the period w.e.f. 01.04.2014 to 31.03.2015 subject to consent of shareholders on the following terms and conditions and therefore Board of Directors decided to withdraw the application filed by the Company before Central Government and same has been withdrawn:

Remuneration:

- I. Basic salary: ₹4,00,000 /- (Rupees Four Lacs) per month.
- II. Allowances & Perquisites: subject to ceiling of ₹10 Lacs per annum.
 - a) Electricity: Expenditure incurred by the Managing Director on Water & Electricity at residence will be provided by the Company and shall be valued as per the Income Tax Rules 1962.
 - b) Leave Travel Concession: Reimbursement once in a year subject to maximum of one month's Salary.
 - c) Medical Reimbursement: Reimbursement during the year subject to a ceiling of one month's salary.



- d) Provident Fund: Contribution to provident fund to the extent not taxable under the Income Tax Act.
- e) Gratuity: Gratuity at the rate of half a month's salary for each completed year of service.
- f) Club Fees: Payment of Club Fees, Subject to a maximum of two clubs excluding life membership fees.
- g) Telephone: Free Telephone and mobile facility at residence for official use.
- h) Car with Driver: Free use of one car with driver for official use.
- i) Personal Accident Insurance: Payment of annual premium for personal accident insurance subject to maximum of ₹ 25,000/- per annum.
- j) Medical Insurance: Payment of annual premium for medical insurance for self & his family subject to maximum of ₹ 75,000/- per annum.

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

Except Shri Rahul Mutha himself, no 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.9 of the notice.

Board of Directors recommends resolution, as set out in item No. 9 of the notice for your approval by ordinary resolution.

- Further, on recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 14.03.2015 revised the remuneration payable to Shri Rahul Mutha for the period 01.03.2015 to 31.03.2015 subject to the consent of shareholders on the following terms and conditions:

Remuneration:

- I. Basic salary: ₹4,00,000 /- (Rupees Four Lacs) per month
- II. Perquisites & Allowances: subject to ceiling of ₹10.00 Lacs per annum.
 - a) Electricity: Expenditure incurred by the Managing Director 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 including assignment of insurance policy if any 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 for attending meetings of the Board of Directors or Committee thereof.

Except Shri Rahul Mutha himself, no 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.10 of the notice.

Board of Directors recommends resolution, as set out in item No. 10 of the notice for your approval by ordinary resolution.



The Nomination and Remuneration Committee has considered and 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 Rahul Mutha as a Managing Director for a period of 2 years w.e.f. 01st April, 2015 whose terms has expired on 31.03.2015. The Board of Directors has considered that under his dynamic leadership, initiatives and directions, the Company has benefited in its overall operations since he is Managing Director of the Company. He is the key factor behind the overall growth and success of the Company. His devotion, vision and experience are essential for the continuing growth of the Company. He is M.Com. & having more than 29 years experience in Finance and Marketing in Soya extraction industry. The Board of Directors at their meeting held on 31.03.2015, subject to approval of members in ensuing annual general meeting, approved his re-appointment as a Managing Director on the following terms and conditions including remuneration :

- I. Basic salary: ₹5,00,000/- (Rupees Five Lacs Only) per month in the Scale of ₹5,00,000/- ₹50,000/- ₹5,50,000/- 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 by the Managing Director 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 including assignment of insurance policy if any 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 Rahul Mutha himself, no 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.11 of the notice.

Board of Directors recommends resolution, as set out in item No. 11 of the notice for your approval by ordinary resolution.

By Order of the Board
For Vippy Industries Ltd.

Place: Dewas
Date: 08th August, 2015
Registered Offic: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
CIN: U15142MP1973PLC001225

**DIRECTORS' REPORT**

Dear Members,

Yours Directors have pleasure in presenting to you the 41st Annual Report including the Audited Financial Statements for the year ended 31st March, 2015.

FINANCIAL RESULTS

The summary of the financial results for the financial year ended 31st March ,2015 and previous year are as follows:

(₹In Crores)

| Particulars | March 31,2015 | March 31,2014 |
|--------------------------------------------------------------------------------------------------|---------------|----------------|
| Income | | |
| Revenue from Operations | 954.90 | 1017.61 |
| Other Income | 6.28 | 6.79 |
| Total Revenue | 961.18 | 1024.40 |
| Profit before finance cost, depreciation and amortization & tax and exceptional Items | 25.96 | 27.29 |
| Finance Costs | 4.37 | 2.96 |
| Depreciation and amortization expenses | 2.40 | 4.37 |
| Exceptional Items | 0.00 | 8.81 |
| Profit before Tax | 19.19 | 11.15 |
| Less: Tax Expenses | | |
| Current Tax | 6.57 | 3.79 |
| MAT Credit Entitlement | (2.51) | (1.45) |
| Profit/(loss) for the period | 15.13 | 8.81 |
| Earning per equity share | | |
| Basic & Diluted | 0.94 | 0.55 |

OPERATIONAL PERFORMANCE & STATE OF COMPANY'S AFFAIRS

During the year ended 31st March,2015 , total turnover of your Company was ₹ 961.18 Crores as compared to ₹1024.40 Crores in the previous year .The year under review net profit was ₹15.13 Crores as against net profit ₹8.81 Crores in the previous year.

Your Company is mainly engaged in processing of soya seeds and refining of soya oil for edible proposes. The Company also produces Lecithin, Soya Meal , Soya Flour, Soya TVP, & varieties of Soya products. Your Company is also improving its operations in trading activities over a period of last few years.

The demand for vegetable oils has increased rapidly in the past decade, predictable by a combination of factors, including: i) increasing demand sparked off by higher consumption for edible oils in India, caused by among other things, population growth, improving living standards and changing diets, expanding urbanization; ii) the development of the biofuels industry (and more specifically biodiesel) around the world, particularly in the EU, USA, Brazil, Argentina, China and India.

The use of soybean products in the feed and food industry has increased steadily. The dominant positions of soya products are primarily associated with their high nutritional quality especially with respect to protein and amino acids and are very useful in food manufacturing industry. Dairy alternatives or substitutes, such as soymilk, soy yogurt, frozen soy desserts (soy "ice cream"), soya butter and soy cheese are currently the fastest growing products among consumer soyfoods. Bakeries, cookie, cracker, pasta and flour mix manufacturers are all potential users of soy ingredients. Soya ingredients are very popular in a variety of meat and poultry products, helping to permit formulation of low fat products, and adding other functionality and value through moisture retention. Textured soy



products are also used in meat and poultry substitutes / products. Feed manufacturers are also potential customers for soy products, including general animal feed manufacturers and those who also manufacture pet food. Another advantage to Indian soya meal is that Indian soya meal being processed from Non Genetically Modified soya seed in the world.

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.

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 ,2015, 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,2015 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

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Praneet Mutha Director , will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for his re-appointment as Director.

During the year under review, the members approved the appointments of Dr. K.Savagaon , Shri Sajeve Deora and Dr. Shailendra Karnawat as Independent Directors under the Companies Act, 2013 for 5 consecutive years for a term upto the conclusion of the 45th Annual General Meeting.

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

Pursuant to the provisions of the section 149(1) read with 161(1) of the Companies Act, 2013 & the Articles of Association of the Company, the Board of Directors has appointed Smt.Usha Mutha (DIN: 00409255), as a Woman Director as an Additional Director and She shall hold office only up to the date of this Annual General Meeting and being eligible offer herself for re-appointment as Woman Director. The Company has received a proposal from shareholder of the Company proposing candidature to appoint her as a Woman Director.

The members have approved the re-appointment of Shri Praneet Mutha (DIN:00424250) as the Whole Time Director designated as Executive Director in Annual General meeting held during the year .The Board of Directors in its



meeting held on 20.10.2014 , revised the remuneration payable to him for the period 01.04.2014 to 31.03.2016 within the limits prescribed under Companies Act,2013 read with schedule V of the Act and application filed for permission of Central Government has been withdrawn .Further the Board of Directors in its meeting held on 14.03.2015 revised remuneration payable to him w.e.f 01.03.2015 to 31.03.2016 & further Board of Directors in its meeting held on 15.05.2015 revised the remuneration payable to him for the period 01.04.2015 to 31.03.2016 within the limits prescribed under Companies Act,2013 read with schedule V of the Act .

The members have approved for the payment of remuneration to Shri Rahul Mutha, Managing Director (DIN:00424128) for the period 01.04.2014 to 31.03.2015, which required the approval of Central Government due to inadequate profit during the year 2013-14, in terms of schedule V of the Companies Act, 2013. The Board of Directors in its meeting held on 20.10.2014 has revised the remuneration payable to him for the period 01.04.2014 to 31.03.2015 within the limits prescribed under Companies Act,2013 read with schedule V of the Act and application filed for permission of Central Government has been withdrawn . Further the Board of Directors in its meeting held on 14.03.2015 revised remuneration payable to him w.e.f 01.03.2015 to 31.03.2015 within the limits prescribed under Companies Act,2013 read with schedule V of the Act .

Further the Board of Directors in its meeting held on 31.03.2015 re- appointed to Shri Rahul Mutha (DIN: 00424128) as Managing Director for a further period of 2 years w.e.f.01.04.2015.

During the year Company has appointed Shri Joher Ali Zakir as Chief Financial Officer of the Company pursuant to compliance of section 203 of the Companies Act, 2013.

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 (first order) 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 & with direction (in second order) to the state Govt. of Madhya Pradesh to take appropriate steps and decide the matter expeditiously and the said matter is pending with the State Govt. of Madhya Pradesh for their consideration.

DELISTING OFFER OF SHARES & LISTING STATUS OF THE SHARES

The Company and the Promoters have taken the required steps for buying shares held by public shareholders of the Company in delisting offer (closed on 20.03.2014) as well as exit offer closed on 23.07.2015 pursuant to compliance of order dated 19.12.2013 passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009.

The Bombay Stock Exchange Ltd vide notice dt. 11.07.2014 accorded its approval for final delisting of equity shares of the Company w.e.f. 24.07.2014 from BSE Ltd.and finally the Company has been delisted from BSE Ltd. 24.07.2014. The Company has also informed to the SEBI (Securities Exchange Board of India) vide letter dated



22.07.2014 about aforesaid delisting pursuant to compliance of Order dated 29.04.2014 passed by SEBI.

The Promoters –Acquirers have offered to existing shareholders an opportunity to exit from the Company’s membership by way of selling their shares at the rate of ₹ 7.21 to the promoters upto 23.07.2015 and in this regard the exit offer and application form had been sent to all shareholders of the Company.

The Promoters have paid all consideration payable to the shareholders who have tendered the shares in delisting offer which was closed on 20.03.2014 and the Exit Offer was closed on 23.07.2015. The total no. of shares tendered were 3774107 in De-listing & Exit offer.

DE-LISTING OF THE SHARES

The Equity Shares of the Company has been de-listed w.e.f.24.07.2014 from the Bombay Stock Exchange Ltd. (BSE) whereat was listed only.

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 Company has long been following the principle of risk minimization as is the norm in every industry; it has now become a compulsion. Therefore, the Board formally adopted steps for framing, implementing and monitoring the risk management plan 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 order to guide decisions on risk related issues. 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. A report on the performance and financial position of Associate Company is annexed as Annexure-I (Form- AOC-1).

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, Investments and Securities provided which are covered under the provisions of 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



as required to be disclosed under the Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are provided in Annexure -II to this Report.

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.

All the recommendations made by the Audit Committee were accepted by the Board

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 , Whole Time Director as other members.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee adopted a Remuneration policy of the Company for Directors, Key Managerial Personnel & other employee's .The Remuneration Policy is annexed herewith as Annexure- III to this Report.

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.

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 ten (10) times during the year under review on 23.05.2014, 21.06.2014, 09.08.2014, 30.09.2014, 20.10.2014, 22.11.2014, 15.12.2014, 21.01.2015, 14.03.2015 and 31.03.2015. During the year under review One(1) Board meeting of Independent directors was held on 31.03.2015.

Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as Annexure –IV 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 the prescribed limits under the Act. The Board recommends their re-appointment to conduct audit of accounting record 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 2015-16 subject to approval of the Central Government.

Secretarial Auditors

The Board has appointed M/s Shilpesh Dalal & Co.(CP No.: 4235) Practicing Company Secretaries , to conduct secretarial audit. The Secretarial Audit Report for the financial year ended 31.03.2015, is annexed herewith as Annexure-V .The Secretarial Audit Report does not contain any reservation, qualification or adverse remark and no explanation on part of the Board of Directors if called for.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

CSR Policy may be accessed on the Company's website at the www.vippysoya.com.

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:

Company has commenced "SAMMRUDH KHETI PROGRAMME" - *NAYI SOCH - SUNHARE BHAVISHYA KI AUR*" during the year under review to promote sustainable soy production as per the global standards of RTRS (Round Table for Responsible Soy).

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.

Towards environment sustainability , Company educating Farmers to use Bio Pesticides/fertilizers more, which has low cost and high Productivity with no adverse affect on human and environment.

We under "SAMMRUDH KHETI PROGRAMME" are working with 4600 farmers in 55 villages in Dewas District and providing training to agriculture labour on skill development also .

The company has adopted five school through "Friends of Tribals Society" to help for achieving the goal of imparting education & social upliftment of Tribal's children.

The company has given support to the Rotary Club of Ujjain for installing Mini-Edu Projector in selected government school under Rotary India Literacy Mission.

The Company would also undertake other need based initiatives in compliance with schedule VII of the companies Act, 2013

During the year, the Company has spent ₹1057046(around 0.63% of net profits of last three financial years) on CSR activities.

During the year the Company has not spent the required amount due to non identification of CSR activities.

The Annual Report on CSR activities is annexed herewith marked as Annexure-VI

**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 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.

INFORMATION TECHNOLOGY

Your Company continues to make required investments in the Information Technology area to cope up with the growing information needs necessary to manage operations efficiently.

GENERAL

Your 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.

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

Your 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, vendors and members during the year.

For and on behalf of the Board of Directors

Dewas
08th August , 2015

Rahul Mutha
Managing Director

Praneet Mutha
Executive Director



Annexure-I

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 | 31.03.2015 |
| 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 | In pursuance to the notification dated 24.10.2014 amending the Rule 6 of Companies (Accounts) Rules,2014, as the Company does not have any subsidiary company; the associate are not consolidated of the financial year 2014-15. |
| 6. | Net worth attributable to Shareholding as per latest audited Balance Sheet | The Balance Sheet of Vipro Exim Ltd. is yet to be finalized and hence the Company is not able to incorporate the information. |
| 7. | Profit / Loss for the year | |
| | i. Considered in Consolidation | |
| | i. Not Considered in Consolidation | |

- 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, 2015.

For and on behalf of the Board of Directors

Joher Ali Zakir
Chief Financial Officer

Rahul Mutha
Managing Director

Praneet Mutha
Executive Director

Dewas
Dated: 08-08-2015

Prakash Chakrawarti
Sr. Manager (Legal) &
Company Secretary

Sajeve Deora
Director



Annexure-II

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 | <ol style="list-style-type: none"> 1 Replaced 75 no's tube fitting 2 x 36 W to LED 30 W in old prep sec. & DOC sec. which saved power 26 Unit per day 2 Replaced 60 no's tube fitting 36 W to LED light 14 W in Lab. Sec. & Admin office, which saved power 8 Unit per day 3 Replaced 10 no's street light fitting 2 x 36 W to LED 36 W in street light which saved power 3.6 unit per day 4 Replaced 55 no's 20 w CFL lamp to LED 10 W in plants building lights which saved power 4.6 unit per day 5 Installation of heat exchanger between economizer outlet micella & final crude oil in EOU plant , which saved the 2.6 Ton steam per day 6 Installation of heat exchanger between economizer outlet miscella & final crude oil in SEP-I , which saved the 0.86 Ton steam per day 7 Modified the belt conveyer for doc bag shifting from DOC to new godown, which saved the ₹ 16 per ton shifting cost |
| (ii) | the steps taken by the company for utilizing alternate sources of energy | NIL |
| (iii) | the capital investment on energy conservation equipments | ₹ 452700 has been invested on energy conservation equipments. |

(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)- | |
| | (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 31.03.2015 (₹ In Crores) |
|------------------------------------------------------------------|----------------------------------------|
| 1. Foreign Exchange earned in terms of Actual Inflows(FOB basis) | 288.27 |
| 2. Foreign Exchange outgo in terms of Actual Outflows(FOB basis) | 4.24 |



Annexure-III

Remuneration Policy

INTRODUCTION

The Nomination and Remuneration Policy is being 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-IV**FORM MGT-9****EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2015

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 | Public Company /Limited by Shares |
| 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. 0731-3198601-602, 2551745-46 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 | 65% |
| 2. | Soya Oil | 10402 | 27% |

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 01.04.2014) | | | | No. of Shares held at the end of the year (As on 31.03.2015) | | | | % change during the year |
|----------------------------------------------------------|-------------------------------------------------------------------|---------------|------------------|-------------------|--------------------------------------------------------------|---------------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| (a) Individual/HUF | 33375494 | 0 | 33375494 | 20.78 | 36877843 | 8851 | 36886694 | 22.97 | 2.19 |
| (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):- | 153662684 | 12300 | 153674984 | 95.70 | 157165033 | 21151 | 157186184 | 97.89 | 2.19 |
| (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 |
| (c) 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) | 153662684 | 12300 | 153674984 | 95.70 | 157165033 | 21151 | 157186184 | 97.89 | 2.19 |
| | | | | | | | | | |
| B. Public Shareholding | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| (a) Mutual Funds | 5445 | 54810 | 60255 | 0.04 | 5445 | 24960 | 30405 | 0.02 | -0.02 |
| (b) Banks/FI | 4200 | 281154 | 285354 | 0.18 | 4200 | 281154 | 285354 | 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) FIs | 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 | 343664 | 353309 | 0.22 | 9645 | 313814 | 323459 | 0.20 | -0.02 |
| (2) Non Institutions | | | | | | | | | |
| (a) Bodies Corp. | | | | | | | | | |
| (i) Indian | 2908036 | 53176 | 2961212 | 1.84 | 91410 | 4626 | 96036 | 0.06 | -1.78 |
| (ii) Overseas | 0 | 50000 | 50000 | 0.03 | 0 | 50000 | 50000 | 0.03 | 0 |



| Category of Shareholders | No. of Shares held at the beginning of the year(As on 01.04.2014) | | | | No. of Shares held at the end of the year (As on 31.03.2015) | | | | % change during the year |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------|------------------|-------------------|--------------------------------------------------------------|----------------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 592599 | 2707590 | 3300189 | 2.06 | 566171 | 2129954 | 2696125 | 1.68 | -0.38 |
| (ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| (c) Others | | | | | | | | | |
| (i) NRI | 8217 | 229627 | 237844 | 0.15 | 7306 | 218486 | 225792 | 0.14 | -0.01 |
| (ii) Clearing Member | 58 | 0 | 58 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B) (2):- | 3508910 | 3040393 | 6549303 | 4.08 | 664887 | 2403066 | 3067953 | 1.91 | -2.17 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 3518555 | 3384057 | 6902612 | 4.30 | 674532 | 2716880 | 3391412 | 2.11 | -2.19 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 157181239 | 3396357 | 160577596 | 100 | 157839565 | 2738031 | 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 | 10392212 | 6.47 | 0.00 | 11562604 | 7.20 | 0.00 | 0.73 |
| 4 | Priti Mutha | 325232 | 0.21 | 0.00 | 325232 | 0.21 | 0.00 | 0.00 |
| 5 | Usha Mutha | 1026781 | 0.64 | 0.00 | 1026781 | 0.64 | 0.00 | 0.00 |
| 6 | Rahul Mutha | 10322145 | 6.43 | 0.00 | 11492561 | 7.16 | 0.00 | 0.73 |
| 7 | Piyush Mutha | 10481112 | 6.53 | 0.00 | 11651504 | 7.26 | 0.00 | 0.73 |
| 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 |
| | Total | 153674984 | 95.70 | 0.00 | 97.89 | 0.00 | 0.00 | 2.19 |



Attachment E

(iii) Change in Promoters' Shareholding

| Sl No. | Shareholding at the beginning of the year(As on 01.04.2014)/end of the year(31/03/2015) | | | Date | Increase /Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | |
|--------|------------------------------------------------------------------------------------------|----------------------------------|--------------|------------|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| | No of shares | % of total Shares of the company | No of shares | | | | % of total Shares of the company | |
| 1. | Rahul Mutha | 10322145 | 6.43 | 01/04/2014 | - | 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 | | |
| | | | | 16/04/2014 | 956857 | | 11279002 | |
| | | | | 08/05/2014 | 1600 | | 11280602 | |
| | | | | 15/05/2014 | 8743 | | 11289345 | |
| | | | | 28/05/2014 | 14486 | | 11303831 | |
| | | | | 16/06/2014 | 2735 | | 11306566 | |
| | | | | 25/06/2014 | 5626 | | 11312192 | |
| | | | | 31/07/2014 | 116756 | | 11428948 | |
| | | | | 08/08/2014 | 3777 | | 11432725 | |
| | | | | 12/08/2014 | 2668 | | 11435393 | |
| | | | | 28/11/2014 | 8479 | | 11443872 | |
| | | | | 08/12/2014 | 35554 | | 11479426 | |
| | | | | 30/12/2014 | 7359 | | 11486785 | |
| | | | | 28/02/2015 | 2951 | | 11489736 | |
| | | | | 02/03/2015 | 957 | | 11490693 | |
| | | | | 26/03/2015 | 334 | | 11491027 | |
| | | | | | 11492561 | | 7.16 | 31/03/2015 |
| 2. | Praneet Mutha | 10392212 | 6.47 | 01/04/2014 | | 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 | | |
| | | | | 16/04/2014 | 956855 | | 11349067 | |
| | | | | 08/05/2014 | 1600 | | 11350667 | |
| | | | | 15/05/2014 | 8743 | | 11359410 | |
| | | | | 28/05/2014 | 14486 | | 11373896 | |
| | | | | 16/06/2014 | 2732 | | 11376628 | |
| | | | | 25/06/2014 | 5623 | | 11382251 | |
| | | | | 31/07/2014 | 116754 | | 11499005 | |
| | | | | 08/08/2014 | 3777 | | 11502782 | |
| | | | | 12/08/2014 | 2666 | | 11505448 | |
| | | | | 28/11/2014 | 8476 | | 11513924 | |
| | | | | 08/12/2014 | 35550 | | 11549474 | |
| | | | | 30/12/2014 | 7359 | | 11556833 | |
| | | | | 28/02/2015 | 2950 | | 11559783 | |
| | | | | 02/03/2015 | 955 | | 11560738 | |
| | | | | 26/03/2015 | 333 | | 11561071 | |
| | | | | | 11562604 | | 7.20 | 31/03/2015 |



| Sl No. | Shareholding at the beginning of the year(As on 01.04.2014)/end of the year(31/03/2015) | | Date | Increase /Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | | |
|--------|------------------------------------------------------------------------------------------|----------------------------------|------|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------|--|
| | No of shares | % of total Shares of the company | | | | No of shares | % of total Shares of the company | |
| 3. | Piyush Mutha | 10481112 | 6.53 | 01/04/2014 | 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 | | | |
| | | | | 16/04/2014 | | 956855 | 11437967 | |
| | | | | 08/05/2014 | | 1600 | 11439567 | |
| | | | | 15/05/2014 | | 8743 | 11448310 | |
| | | | | 28/05/2014 | | 14486 | 11462796 | |
| | | | | 16/06/2014 | | 2732 | 11465528 | |
| | | | | 25/06/2014 | | 5623 | 11471151 | |
| | | | | 31/07/2014 | | 116754 | 11587905 | |
| | | | | 08/08/2014 | | 3777 | 11591682 | |
| | | | | 12/08/2014 | | 2666 | 11594348 | |
| | | | | 28/11/2014 | | 8476 | 11602824 | |
| | | | | 08/12/2014 | | 35550 | 11638374 | |
| | | | | 30/12/2014 | | 7359 | 11645733 | |
| | | | | 28/02/2015 | | 2950 | 11648683 | |
| | | | | 02/03/2015 | | 955 | 11649638 | |
| | | | | 26/03/2015 | 333 | 11649971 | | |
| | | 11651504 | 7.26 | 31/03/2015 | 1533 | 11651504 | 7.26 | |

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 01.04.2014) | | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | |
|--------|----------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|----------------------------------|
| | | No of shares | % of total Shares of the company | No of shares | % of total Shares of the company |
| 1. | Asit C. Mehta Investment Intermediates Ltd. VIL Delisting Offer- Escrow Account* | 2458080 | 1.53 | 11231 | 0.01 |
| 2. | Deora Associates Private Ltd.** | 349100 | 0.22 | 0 | 0.00 |
| 3. | Industrial Investment Bank of India Ltd. | 227000 | 0.14 | 227000 | 0.14 |
| 4. | Usha Jain** | 60450 | 0.04 | 0 | 0.00 |
| 5. | Volga Investments | 50000 | 0.03 | 50000 | 0.03 |
| 6. | Gopi Kishan Agiwal | 40000 | 0.02 | 40000 | 0.02 |
| 7. | Manjula Hirji Vador | 34900 | 0.02 | 34900 | 0.02 |
| 8. | Integrated Finance Company Ltd. | 30400 | 0.02 | 30400 | 0.02 |
| 9. | M/s National Insurance Co. Ltd.** | 29750 | 0.02 | 0 | 0.00 |
| 10. | LKP Finance Ltd.** | 26300 | 0.02 | 0 | 0.00 |
| 11. | Indian Bank | 23467 | 0.01 | 23467 | 0.01 |



| Sl No. | | Shareholding at the beginning of the year(As on 01.04.2014) | | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | |
|--------|-------------------------------------|-------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|----------------------------------|
| | | No of shares | % of total Shares of the company | No of shares | % of total Shares of the company |
| 12. | ICICI Securities and Fina Co. Ltd.# | - | - | 23400 | 0.01 |
| 13. | M/s ISIBARS Ltd.# | - | - | 21100 | 0.01 |
| 14. | Dhanraj Velchand Shah# | - | - | 20000 | 0.01 |
| 15. | Sunita Devi Todi# | - | - | 19050 | 0.01 |

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 31.03.2015.

#Not in list top 10 shareholders as on 01.04.2014.

Attachment G

(v) Shareholding of Directors and Key Managerial Personnel

| Sl No. | Name | Shareholding at the beginning of the year(As on 01.04.2014)/end of the year(31/03/2015) | | Date | Increase /Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | |
|--------|---------------------------------|-----------------------------------------------------------------------------------------|----------------------------------|------------|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------|
| | | No of shares | % of total Shares of the company | | | | No of shares | % of total Shares of the company |
| 1. | Rahul Mutha (Managing Director) | 10322145 | 6.43 | 01/04/2014 | - | | | |
| | | | | 16/04/2014 | 956857 | 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 | 11279002 | |
| | | | | 08/05/2014 | 1600 | | 11280602 | |
| | | | | 15/05/2014 | 8743 | | 11289345 | |
| | | | | 28/05/2014 | 14486 | | 11303831 | |
| | | | | 16/06/2014 | 2735 | | 11306566 | |
| | | | | 25/06/2014 | 5626 | | 11312192 | |
| | | | | 31/07/2014 | 116756 | | 11428948 | |
| | | | | 08/08/2014 | 3777 | | 11432725 | |
| | | | | 12/08/2014 | 2668 | | 11435393 | |
| | | | | 28/11/2014 | 8479 | | 11443872 | |
| | | | | 08/12/2014 | 35554 | | 11479426 | |
| | | | | 30/12/2014 | 7359 | | 11486785 | |
| | | | | 28/02/2015 | 2951 | | 11489736 | |
| | | | | 02/03/2015 | 957 | | 11490693 | |
| | | | | 26/03/2015 | 334 | | 11491027 | |
| | | 11492561 | 7.16 | 31/03/2015 | 1534 | | | 11492561 |



| Sl No. | Name | Shareholding at the beginning of the year(As on 01.04.2014)/end of the year(31/03/2015) | | Date | Increase /Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | |
|--------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------|------------|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|----------------------------------|
| | | No of shares | % of total Shares of the company | | | | No of shares | % of total Shares of the company |
| 2. | Praneet Mutha (Whole Time Director, designated as Executive Director) | 10392212 | 6.47 | 01/04/2014 | | 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 | | |
| | | | | 16/04/2014 | 956855 | | 11349067 | |
| | | | | 08/05/2014 | 1600 | | 11350667 | |
| | | | | 15/05/2014 | 8743 | | 11359410 | |
| | | | | 28/05/2014 | 14486 | | 11373896 | |
| | | | | 16/06/2014 | 2732 | | 11376628 | |
| | | | | 25/06/2014 | 5623 | | 11382251 | |
| | | | | 31/07/2014 | 116754 | | 11499005 | |
| | | | | 08/08/2014 | 3777 | | 11502782 | |
| | | | | 12/08/2014 | 2666 | | 11505448 | |
| | | | | 28/11/2014 | 8476 | | 11513924 | |
| | | | | 08/12/2014 | 35550 | | 11549474 | |
| | | | | 30/12/2014 | 7359 | | 11556833 | |
| | | | | 28/02/2015 | 2950 | | 11559783 | |
| | | | 02/03/2015 | 955 | 11560738 | | | |
| | | | 26/03/2015 | 333 | 11561071 | | | |
| | | 11562604 | 7.20 | 31/03/2015 | 1533 | | 11562604 | 7.20 |
| 3. | K. Savagaon (Independent Director) | 750 | 0.00 | 01/04/2014 | - | Nil Movement during the year | | |
| | | 750 | 0.00 | 31/03/2015 | - | | 750 | 0.00 |
| 4. | Shailendra Karnawat (Independent Director) | 150 | 0.02 | 01/04/2014 | - | Tendered the Shares in Delisting Offer/Exit Offer in accordance with order passed by Hon'ble BIFR in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009 | - | - |
| | | | | 28/02/2015 | -150 | | 0 | 0.00 |
| | | 0 | 0.00 | 31/03/2015 | | | 0 | 0.00 |



| Sl No. | Name | Shareholding at the beginning of the year(As on 01.04.2014)/end of the year(31/03/2015) | | Date | Increase /Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) | |
|--------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|----------------------------------|------------|------------------------------------|---------------------------------------|--------------------------------------------------------------------|----------------------------------|
| | | No of shares | % of total Shares of the company | | | | No of shares | % of total Shares of the company |
| 5. | Usha Mutha (Woman Director appointed w.e.f. 31.03.2015) | 1026781 | 0.64 | 31/03/2015 | -- | | 1026781 | 0.64 |
| 6. | Sajeve Deora (Independent Director) | 0.00 | 0.00 | 01/04/2014 | - | Nil Holding/ Movement during the year | | |
| | | 0.00 | 0.00 | 31/03/2015 | - | | 0.00 | 0.00 |
| 7. | Prakash Chakrawarti (Company Secretary) | 0.00 | 0.00 | 01/04/2014 | - | Nil Holding/ Movement during the year | 0.00 | 0.00 |
| | | 0.00 | 0.00 | 31/03/2015 | - | | 0.00 | 0.00 |
| 8. | Joher Ali Zakir, (Appointed as Chief Financial Officer w.e.f. 01.10.2014) | 0.00 | 0.00 | 01/10/2014 | - | Nil Holding/ Movement during the year | | |
| | | 0.00 | 0.00 | 31/03/2015 | - | | 0.00 | 0.00 |

Attachment H
V. INDEBTEDNESS

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

| Particulars | Secured Loans excluding deposits | Unsecured Loans | (Amount ₹ In Crore) | |
|------------------------------------------------------------|----------------------------------|-----------------|---------------------|--------------------|
| | | | Deposits | Total Indebtedness |
| Indebtedness at the beginning of the financial year | | | | |
| (i) Principal Amount | NIL | 0.75 | NIL | 0.75 |
| (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 | 0.75 | NIL | 0.75 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | NIL | 2.00 | NIL | 2.00 |
| • Reduction | NIL | 2.75 | NIL | 2.75 |
| Net Change | NIL | -0.75 | NIL | -0.75 |
| Indebtedness at the end 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 |



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 | 48.00 3.86 | 42.00 2.95 | 90.00 6.81 |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission - as % of profit - others, specify | - | - | - |
| 5 | Others, please specify | | | |
| | Total (A) | 51.86 | 44.95 | 96.81 |
| | Ceiling as per the Act | Below 10% of the Net Profits of the Company 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 (Appointed as Woman Director w.e.f 31.03.2015) | |
| 1. | Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify | 20000 - - | 30000 - - | 30000 - - | N.A. - - | 80000 - - |
| | Total (1) | 20000 | 30000 | 30000 | N.A. | 80000 |
| 2. | Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify | N.A. - - | N.A. - - | N.A. - - | N.A. - - | N.A. - - |
| | Total (2) | - | - | - | - | - |
| | Total (B)= (1 + 2) | 20000 | 30000 | 30000 | N.A. | 80000 |
| | Total Managerial Remuneration | | | | | |
| | Overall Ceiling as per the Act | Within the limits | Within the limits | Within the limits | N.A. | Within the limits |

**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 (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 | 8.22 | 6.95 | 15.17 |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission - as % of profit - others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total | 8.22 | 6.95 | 15.17 |

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 None Compounding | | | | | |
| B. DIRECTORS | | | | | |
| Penalty Punishment None Compounding | | | NIL | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty Punishment None Compounding | | | | | |



Annexure-V-

SECRETARIAL AUDIT REPORTFor the Financial Year ended on 31st March, 2015

[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, 2015 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, 2015 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;
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;
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;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - (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 notified on 28 October,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;



- (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 Negotiable Instruments Act, 1881
 - (viii) 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) Secretarial Standards issued by the Institute of Company Secretaries of India (Not applicable to the Company for the year under review).
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited. (The company delisted w.e.f. 24th July, 2014, from Bombay Stock Exchange, vide BSE letter dt 11th July, 2014)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act .

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

8th August, 2015

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



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

8th August, 2015

Annexure-VI

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2014-15

| | | |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 1. | 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 and the composition of CSR Committee | Refer Sections: (a)Corporate Social Responsibility and (b) Disclosures: CSR Committee in this Report (amount in ₹) |
| 2. | Average Net Profit of the Company for the last three financial years | 168732199 |
| 3. | Prescribed CSR expenditure(2% of the amount mentioned in item 2 above) | 3374644 |
| 4. | Details of CSR spent during the financial year | |
| | Total amount to be spent for the financial year | 3374644 |
| | Amount unspent, if any | 2317598 |
| | Manner in which the amount spent during the financial year. | Directly & through Implement 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 2014-15(₹) | 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) | 1100000/- | Direct Exp- 936046/- Overheads- NIL | 936046/- | Direct |
| | | | Subtotal(A) | 1100000/- | 936046/- | 936046/- | |
| 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) |
| 2(b) | Literacy Programme | | District-Ujjain (Madhya Pradesh) | 21000/- | Direct Exp-21000/- Overheads- NIL | 21000/- | Through Implement Agency(Rotary Club of Ujjain) |
| | | | Subtotal(B) | 121000/- | 121000/- | 121000/- | |
| | Total(A+B) | | | 1221000/- | 1057046/- | 1057046/- | |

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
08th August , 2015

Sd/-
Rahul Mutha
Managing Director

Sd/-
Sajeve Deora
Chairman CSR Committee



INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF VIPPY INDUSTRIES LTD.

Report on the Financial Statements

1. We have audited the accompanying financial statements of VIPPY INDUSTRIES LIMITED, (“the Company”) which comprises the Balance Sheet as at March 31, 2015 the Statement of Profit and Loss, the Cash Flow Statement for the year ended and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

2. 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 of these 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

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. 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.
6. 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 the internal financial controls 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2015, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of sub section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) Act.
 - f) 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 as at March 31, 2015 on its financial position in its financial statements included in note no. 20.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There was no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Date : 08/08/2015
Place : Dewas

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

**ANNEXURE TO INDEPENDENT AUDITORS REPORT**

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets are physically verified by the Management according to a phased program designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, a portion of fixed assets has been physically verified by the Management during the year and according to the information and explanations given to us no material discrepancies have been noticed on such verification.
- (ii) a) As explained to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are 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) The Company has not granted any secured or unsecured loans to Companies, firms or other parties covered in the register maintained under Section 189 of the Act.
- (iv) In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weakness in the aforesaid internal control system.
- (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 explanations given to us and on the basis of our examination of the records of the Company amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues, including Provident fund, Employees' state insurance, Income tax, Sales tax, Service tax, Custom duty, Excise duty, Value added tax, Cess, Professional tax and other statutory dues, as applicable, have been regularly deposited during the year by the company with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Income tax, Sales tax, Service tax, Custom duty, Excise duty, Value added tax, Cess, Professional tax and other statutory dues as applicable, were in arrears as at March 31, 2015 for a period of more than six 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 2015 which have not



been deposited with appropriate authorities on account of any dispute other than those mentioned below :

| Forum where disputes is pending | Name of the Statue | Nature of the dues | Amount Outstanding as on 31.03.15 | Period to which the amount relates |
|--------------------------------------------------------------------------|---------------------------|-------------------------------|------------------------------------------|-------------------------------------------|
| MP Commercial Tax Appellate Board Bhopal | MPCT Act | Commercial Tax | 20,74,135/- | 2002-03 |
| | CST Act | Central Sales Tax | 25,35,257/- | 2002-03 |
| | Entry Tax Act | Entry Tax | 5,209/- | 2002-03 |
| | MPCT Act | Commercial Tax | 72,265/- | 2005-06 |
| Additional Commissioner Commercial Tax Appellate Authority Indore | CST Act | Central Sales Tax | 8,63,409/- | 2005-06 |
| | Entry Tax Act | Entry Tax | 1,39,723/- | 2006-2007 |
| | MPCT Act | Commercial Tax | 5,50,870/- | 2003-2004 |
| | CST Act | Central Sales Tax | 20,98,810/- | 2003-2004 |
| Writ Petition before the Hon'ble High court Indore Bench | VAT Act | Vat Tax | 1,79,335/- | 2011-2012 |
| | CST Act | Central Sales Tax | 6,51,18,174/- | 2007-08/2008-09 |
| | CST Act | Central Sales Tax | 3,46,40,982/- | 2008-09/2009-10 |
| Writ Petition before the Hon'ble High Court Jabalpur/Indore | | | 1,61,32,267/- | 2008-09/2009-10 |
| | MPCT Act | Purchase Tax | 3,02,06,909/- | 2004-05/2005-06 |
| CESTAT, New Delhi | Central Excise Act | Refund Claim | 11,69,513/- | 2004-2005 |
| CESTAT, New Delhi | Central Excise Act | Classification Dispute | 2,37,551/- | 2007-2008 |

c) There are no amount that are due to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the rules made there under within time.

- (viii) The Company does not have any accumulated losses at the end of the financial year and it has not incurred any cash losses during the financial year and in the immediately preceding financial year.
- (ix) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to its banker. The company does not have any dues to any financial institutions and has not issued any debentures.
- (x) In our opinion, and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions.
- (xi) In our opinion, and according to the information and explanations given to us, the company has not obtained any term loans during the year.



(xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

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

Date : 08/08/2015
Place : Dewas

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



BALANCE SHEET AS AT 31.03.2015

Particulars

Note No. Figures as at the
end of current
reporting period
31.03.15
(₹) Figures as at the
end of previous
reporting period
31.03.14
(₹)

I.EQUITY & LIABILITIES**(1)Shareholders'funds :**

| | | | |
|------------------------|---|-------------------|-------------------|
| (a) Share capital | 3 | 160577596 | 160577596 |
| (b) Reserves & Surplus | 4 | <u>1136469775</u> | <u>1010940553</u> |
| | | <u>1297047371</u> | <u>1171518149</u> |

(2)Share application money pending allotment

0 0

(3) Non -Current Liabilities

| | | | |
|--------------------------------------|---|---------------|----------------|
| (a) Long -term borrowings | 5 | 608160 | 55512 |
| (b) other Long term liabilities | | | <u>7500000</u> |
| Total non current Liabilities | | <u>608160</u> | <u>7555512</u> |

(4)Current Liabilities

| | | | |
|----------------------------------|---|------------------|-------------------|
| (a) Short-Term borrowings | 6 | 229801718 | 764875213 |
| (b) Trade payable | 7 | 152467612 | 171223634 |
| (c) Other current liabilities | 7 | 14766685 | 11502461 |
| (d) Short term provisions | 7 | 246779058 | 214756102 |
| Total current Liabilities | | <u>643815072</u> | <u>1162357409</u> |

TOTAL 1941470603 2341431070

II.ASSETS**Non- Current Assets**

1.(a) Fixed assets

(i)Tangible Assets

8

| | | |
|-------------------|-------------------|-------------------|
| Gross Block | 1684898551 | 1674238555 |
| Less:Depreciation | <u>1252143130</u> | <u>1210956258</u> |
| Net Block | <u>432755421</u> | <u>463282297</u> |

(ii) In tangible Assets 0 0

(iii)Capital Work-in-Progress 4197096 567810

(iv)Intangible assets under development 436952517 463850107

(b)Non-Current Investment 9 460000 2260000

(c)Deferred tax assets (net) 0 0

(d)Long Term Loans and advances 9 8924411 9228731

(e)Other non -current assets 9 8764277 22457646

Total non current Assets 455101204 497796483

**BALANCE SHEET AS AT 31.03.2015**

| Particulars | Note No. | Figures as at the end of current reporting period 31.03.15 (₹) | Figures as at the end of previous reporting period 31.03.14 (₹) |
|-----------------------------------|--------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 2. Current Assets | | | |
| (a) Current Investments | | | |
| (b) Inventories | 10 | 589036148 | 499448442 |
| (c) Trade Receivables | 11 | 448549261 | 344816011 |
| (d) Cash and cash equivalents | 12 | 417393345 | 958466578 |
| (e) Short term loans and advances | 13 | 31390644 | 40903556 |
| (f) Other current assets | | 0 | 0 |
| Total current Assets | | <u>1486369399</u> | <u>1843634587</u> |
| | TOTAL | <u>1941470603</u> | <u>2341431070</u> |

Significant Accounting Policies

1 To 36

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**
Executive Director

Place: Dewas

Dated: 08-08-2015



STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 01.04.14 TO 31.03.2015

| Particulars | Note No. | Figures as at the end of current reporting period 31.03.15 (₹) | Figures as at the end of previous reporting period 31.03.14 (₹) |
|-----------------------------------------------------------------------------------|----------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| I. Revenue from operations | 14 | 9549049036 | 10176138689 |
| II. Other Income | 14 | 62796061 | 67870872 |
| III. Total Revenue(I+II) | | <u>9611845097</u> | <u>10244009561</u> |
| IV. EXPENSES : | | | |
| Cost of Materials cosumed | 15 | 7902577756 | 8346487392 |
| Purchase of Stock in Trade | | 773027742 | 931546360 |
| Changes in inventories of finished goods, work-in-progress and stock in trade. | 16 | (92322582) | (70416902) |
| | | 0 | 0 |
| Employees Benefit Expenses | 17 | 84688985 | 79418983 |
| Financial costs | 18 | 43742368 | 29598126 |
| Depreciation and amortization expenses | 8 | 23994625 | 43726862 |
| Other expenses | 19 | 684256028 | 684030037 |
| Total expenses | | <u>9419964922</u> | <u>10044390858</u> |
| V. Profit before Exceptional item and tax(III-IV) | | 191880175 | 199618703 |
| VI. Exceptional items Income/(Expenses) | | 0 | (88069897) |
| VII. Profit before tax | | 191880175 | 111548806 |
| Less: Tax expenses | | | |
| 1. Current tax | | 65707144 | 37995439 |
| 2. MAT Credit entitlement | | -25114143 | -14534252 |
| 3. NET TAX | | <u>40593000</u> | <u>23461187</u> |
| VIII. Profit(loss) for the period (V-VI) | | 151287175 | 88087619 |
| IX. Earning per equity share | | | |
| (1) Basic & Diluted | | 0.94 | 0.55 |

Significant Accounting Policies

Notes on Financial Statements

1 to 36

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**
Executive Director

Place: Dewas

Dated: 08-08-2015



CASH FLOW STATEMENT

| DESCRIPTION | FOR THE YEAR ENDED March.2015 (₹) | FOR THE YEAR ENDED March.2014 (₹) |
|---------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit/(loss) before tax & extraordinary items | 191880175 | 111548806 |
| Adjustment for :- | | |
| Depreciation | 23994625 | 43726862 |
| Loss/(Profit) on sale of fixed assets | (2969403) | (3810477) |
| Operating profit before working capital changes | <u>212905397</u> | <u>151465191</u> |
| LESS :- | | |
| Increase/(Decrease) in Inventory | 89587706 | 102792567 |
| Increase/(Decrease) in Debtors, Loans - | | |
| Advances & Non current assets | 78422649 | 137276989 |
| Decrease/(Increase) in Current Liabilities | 24061842 | (88397) |
| NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES | <u>20833200</u> | <u>(88515968)</u> |
| (B) CASH FLOW ARISING FROM INVESTING ACTIVITY | | |
| Acquisition of fixed assets | (23430191) | (23916831) |
| Proceeds from sale of fixed assets | 3544605 | 5750317 |
| NET CASH INFLOW FROM INVESTING ACTIVITY | <u>(19885586)</u> | <u>(18166514)</u> |
| (C) CASH FLOW ARISING FROM FINANCING ACTIVITY | | |
| Increase/(Decrease) in Bank borrowings | (535073495) | 668844062 |
| Increase/(Decrease) in long term borrowings | (6947352) | (16835454) |
| NETCASH INFLOW FROM FINANCING ACTIVITIES | <u>(542020847)</u> | <u>652008608</u> |
| NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C) | (541073233) | 545326126 |
| ADD-OPENING CASH & CASH EQUIVALENTS | <u>958466578</u> | <u>413140452</u> |
| CLOSING CASH & CASH EQUIVALENTS | <u>417393345</u> | <u>958466578</u> |

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

| For and on behalf of | | For and on behalf of the Board of Directors | |
|----------------------------------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------|---------------------------------|
| Sodani & Company Chartered Accountant (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 Executive Director | |

Place : Dewas
Dated: 08-08-2015



Notes to the Financial Statements as at March 31 ,2015

(annexed to and forming part of the financial statement for the year ended 31st March, 2015)

NOTE NO.1: GENERAL INFORMATION

Vippy Industries Limited was established in 1973 as a private Limited Company. 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 certain financial instruments which 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 Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India ('SEBI') to the extent applicable.

B USE OF ESTIMATES

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles ("GAAP") in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as on the date of the financial statements. Actual result could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

C 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.

Depreciation on Fixed assets is calculated on revalued figures and the charge pertaining to revalued component is adjusted against the Revaluation Reserve.

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

D 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.

E REVENUE RECOGNITION

Sales of goods and services are recognized when risks and rewards of ownership are passed on to the customers which generally coincides with delivery and when the services are rendered. Sales is inclusive of Excise Duty, & Export incentives/Licenses.

**F 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.

G 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.

H 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 is charged or credited to the statement of profit and loss.

I 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).

J 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.

K DEPRECIATION

Company has provided 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.

**L EMPLOYEE BENEFITS**

Post Employment Benefits:

Defined Benefit Plans: The Company's Gratuity scheme is defined benefit 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 both schemes are 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.

M 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.

N 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.

O IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that an 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 asset is reflected at the lower of recoverable amount and the carrying amount that would have been determined had no impairment loss been recognised.

P 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.

Q 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 ₹ 1/- each

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

AS AT 31.03.15

(₹)

250000000

AS AT 31.03.14

(₹)

250000000

Issued,Subscribed & Paid up:

160577596 Equity Shares of ₹ 1/- each

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

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 ₹ 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 2015 | | 31, March 2014 | |
|-------------------------------------------|----------------|-----------|----------------|-----------|
| | Nos | (₹) | Nos | (₹) |
| Out standing at the beginning of the year | 160577596 | 160577596 | 160577596 | 160577596 |
| Issue during the year | 160577596 | - | 160577596 | - |
| Out standing at the end of the year | | 160577596 | | 160577596 |

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

| Name of share holders | 31, March 2015 | | 31, March 2014 | |
|-----------------------------------|----------------|--------------|----------------|--------------|
| | Nos | % | Nos | % |
| Rahul Mutha | 11492561 | 7.16 | 10322145 | 6.43 |
| Piyush Mutha | 11651504 | 7.26 | 10481112 | 6.53 |
| Praneet Mutha | 11562604 | 7.20 | 10392212 | 6.47 |
| 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 |
| | | <u>96.36</u> | | <u>94.17</u> |

NOTE NO-4**RESERVES AND SURPLUS:**

| | | | |
|---------------------------------------------------------------------------------------------------------------|-----------|-------------------|-------------------|
| CAPITAL RESERVE | | 69743701 | 69743701 |
| FIXED ASSETS REVALUATION RESERVE | 212823500 | | |
| Less. Depreciation for the Period on Revaluation | 48068820 | 164754680 | 212823500 |
| | | | |
| GENERAL RESERVE | | 27278627 | 27278627 |
| PROFIT & LOSS ACCOUNT | | | |
| Balance as at the beginning of the year | 701094724 | | |
| Add: Additional Depreciation pursuant to enactment of schedule ii of the companies Act 2013 (Refer note no 8) | 22310867 | | |
| Add :Net profit for the period | 151287175 | 874692766 | 701094724 |
| | | <u>1136469775</u> | <u>1010940553</u> |

NOTE NO 5**LONG TERM BORROWINGS****SECURED LOANS**

| | | |
|---------------|---------------|--------------|
| HDFC Car loan | 608160 | 55512 |
| | <u>608160</u> | <u>55512</u> |

HDFC Bank car loan @9.624%: are secured by hypothecation of vehicle. The company has not made any default as at the reporting date in repayment of instalment & interest.

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

| | | |
|-------------------------------------|------------------|------------------|
| Axis Bank over draft Account | 23346526 | 50294802 |
| HDFC Bank over draft Account | 206455192 | 133068945 |
| HDFC Bank Packing credit Account | 0 | 578604532 |
| HDFC Bank Bills Discounting Account | 0 | 2906933 |
| | <u>229801718</u> | <u>764875213</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 | 0 |
| ii) Dues to other creditors | 152467612 | 171223634 |

2) Others current liabilities

| | | |
|--------------------------|---------|---------|
| HDFC Bank Car Loan a/c | 1230691 | 1074540 |
| Other Payables | | |
| i) TDS | 1525153 | 1286257 |
| ii) TCS | 45 | 0 |
| iii) VAT/CST Payable | | 286752 |
| iv) Other Statutory dues | 707944 | 471395 |
| v) Salary, Wages, Bonus | 6684965 | 5988993 |
| vi) Others | 4617887 | 2394524 |

3) Short term provisions

| | | |
|-----------------------------|------------------|------------------|
| i) Provision for taxation | 40593000 | 23461187 |
| ii) Outstanding Liabilities | 206186058 | 191294914 |
| | <u>414013354</u> | <u>397482197</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**

| Particulars of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | | |
|--------------------------|--------------------------|----------------------------------|------------------------------------|---------------------|-------------------|------------------------------------|-------------------|--------------------------------------------------------------------|---------------------|---------------------|-------------------|
| | Cost as on 01.04.2014 | Addition during the Period | Deductions during the Period | As on 31.03.2015 | Up to 01.04.14 | Deductions during the Period | For the Period | Adjustment pursuant to schedule ii of companies Act | Up to 31.03.2015 | As at 31.03.2015 | As at 31.03.14 |
| | ₹ | | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ | ₹ |
| TANGIBLE ASSETS | | | | | | | | | | | |
| Land & Lease Hold Land | 20241685 | | | 20241685 | | | | | 0 | 20241685 | 20241685 |
| Building | 191860383 | 769456 | | 192629839 | 78574524 | | 5608297 | 469297 | 83713524 | 108916315 | 113285859 |
| Plant & Machinery | 1448261289 | 14738448 | 8748143 | 1454251594 | 1127586763 | 8310736 | 65068833 | 21507001 | 1162837859 | 291413735 | 320674526 |
| Furniture & Fixtures | 6280736 | 1184067 | 0 | 7464803 | 2399272 | | 642601 | 334569 | 2707304 | 4757499 | 3881464 |
| Vehicles | 7594461 | 3108933 | 392765 | 10310629 | 2395699 | 254970 | 743714 | | 2884443 | 7426186 | 5198762 |
| TOTAL | 1674238554 | 19800905 | 9140908 | 1684898551 | 1210956258 | 8565706 | 72063445 | 22310867 | 1252143130 | 432755421 | 463282296 |
| Capital work in progress | 567810 | 3629286 | | 4197096 | | | | | | 4197096 | 567810 |
| TOTAL | 1674806365 | 23430191 | 9140908 | 1689095647 | 1210956258 | 8565706 | 72063445 | 22310867 | 1252143130 | 436952517 | 463850106 |
| Previous Year | 1659601883 | 26806740 | 11602260 | 1674806365 | 1133474896 | 677511 | 84253873 | | 1210956258 | 463850107 | 526126988 |

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 ₹ 7,901.94 Lacs as on 31.12.1999, and the same was correspondingly, transferred to Revaluation Reserve Account. During the year, depreciation of ₹ 480.69 lacs (₹ 405.27 lacs) pertaining to revalued portion of fixed assets has been charged to reserve arising on Revaluation of Assets.



| <u>NOTE NO -9</u> | <u>AS AT 31.03.15</u> | <u>AS AT 31.03.14</u> |
|---------------------------------------------------------------|-----------------------|-----------------------|
| | (₹) | (₹) |
| (b) Non Current Investment | | |
| Long term Investment(at cost) un quoted | | |
| A)Trade investment | | |
| Vipro Exim Ltd. | | |
| 450630 fully paid up equity share of ₹ 10/each | | |
| (Out of which 225315 equity shares of ₹ 10 each | | |
| received as Bonus shares during the year 2008-09) | | |
| 2250000 | | |
| Less:Diminution value of shares | <u>1800000</u> | 2250000 |
| | | |
| B)Non-Trade investment un quoted | | |
| Saraswat Co.Op. Bank Ltd | | |
| 1000 fully paid up equity share of ₹ 10/each | | |
| | 10000 | 10000 |
| | | |
| Total Non Current investment A+B | <u>460000</u> | <u>2260000</u> |
| Aggregate amount of un quoted investment | | |
| | | |
| (c) Long term Loans & Advances | | |
| Deposits with MPEB | | |
| | 8596407 | 8941793 |
| Others | | |
| | <u>328004</u> | <u>286938</u> |
| | 8924411 | 9228731 |
| | | |
| (d) Other Non Current Assets | | |
| i) Cenvat/Ted receivable | | |
| | 567560 | 558922 |
| ii)Trade receivable(More than one year) | | |
| 14139168 | | |
| Less: Provision for Bad & doubtful debts | <u>6747451</u> | 13319901 |
| iii) Fixed Deposits | 805000 | 8578823 |
| | <u>8764277</u> | <u>22457646</u> |
| | | |
| The Company is contingently liable | | |
| (a) Guarantees given by the Company's banker on behalf | | |
| of the Company | | |
| | 3450000 | 8411581 |
| | | |
| Against the above, Banks are holding fixed deposit as | 3753622 | 9092628 |
| 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) | | |

NOTE NO -10**INVENTORIES**

| | | |
|--------------------------|------------------|------------------|
| (a) Raw Materials | 284518375 | 277383872 |
| (b) Coal & Fuel | 7686988 | 16194562 |
| (c) Stores & Spare Parts | 11426558 | 12788363 |
| (d) Finished Goods | 285404227 | 193081645 |
| | <u>589036148</u> | <u>499448442</u> |

NOTE NO -11**TRADE RECEIVABLE**

(Unsecured considered good)

Trade receivable

Others

| | |
|------------------|------------------|
| 448549261 | 344816011 |
| <u>448549261</u> | <u>344816011</u> |

NOTE NO -12**CASH & CASH EQUIVALENTS**

1) Balance with Bank

a) Current account

b) Fixed Deposit account

2) Cash in hand

| | |
|------------------|------------------|
| 17699149 | 18440526 |
| 399541458 | 938521538 |
| 152739 | 1504514 |
| <u>417393345</u> | <u>958466578</u> |

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

| | |
|-----------------|-----------------|
| 708300 | 1243587 |
| 28553272 | 27993260 |
| 1533272 | 11244260 |
| 592800 | 422449 |
| 3000 | 0 |
| <u>31390644</u> | <u>40903556</u> |



NOTE NO -14 REVENUE FROM OPERATIONS

| | <u>PERIOD</u> <u>ENDED</u> <u>31.03.15</u> | <u>PERIOD</u> <u>ENDED</u> <u>31.03.14</u> |
|---------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------|
| SALES OF PRODUCTS | | |
| Finished Products | 8774425636 | 9239823525 |
| NSEL Sale | 0 | 264380250 |
| Traded Goods | 780758020 | 678022807 |
| | <u>9555183656</u> | <u>10182226581</u> |
| Less:Excise duty | 6134620 | 6087892 |
| | <u>9549049036</u> | <u>10176138689</u> |
| OTHER INCOME | | |
| a) Interest on Term Deposits | 58506393 | 63158503 |
| b)Recovered from NSEL | 342936 | 0 |
| c) Miscellaneous Receipts | 3946731 | 4712369 |
| | <u>62796061</u> | <u>67870872</u> |
| Revenue from operations &other income | <u>9611845097</u> | <u>10244009561</u> |

NOTE NO -15

COST OF MATERIAL CONSUMED

Raw Material Consumed:

| | | |
|---------------------------|-------------------|-------------------|
| Opening Stock | 277383872 | 252972585 |
| Add : Purchases | 7909712259 | 8370898679 |
| | <u>8187096131</u> | <u>8623871264</u> |
| Less : Closing Stock | 284518375 | 277383872 |
| Cost of Material Consumed | <u>7902577756</u> | <u>8346487392</u> |

NOTE NO -16

CHANGE IN INVENTORIES OF FINISHED GOODS

| | | |
|---------------------------------------------------------|-------------------|-------------------|
| Opening Stock of Finished Goods & Stock in Process | 193081645 | 122664743 |
| Less:Closing Stock of Finished Goods & Stock in Process | 285404227 | 193081645 |
| | <u>(92322582)</u> | <u>(70416902)</u> |

NOTE NO -17

EMPLOYEES BENEFITS EXPENSES

| | | |
|-------------------------------------------------------|-----------------|-----------------|
| (1) Salaries, Wages & Bonus | 71852156 | 69198967 |
| (2) Company's Contribution to Provident Fund & Others | 6549800 | 7220671 |
| (3) Welfare Expenses | 2155947 | 1874635 |
| (4) Employees Group Gratuity Fund | 4131081 | 1124710 |
| | <u>84688985</u> | <u>79418983</u> |

NOTE NO -18**FINANCIAL COSTS**

| | | |
|---------------------------|-----------------|-----------------|
| Interest Expenses | 41809013 | 26999774 |
| Bank Commission & Charges | 1933355 | 2598352 |
| | <u>43742368</u> | <u>29598126</u> |

NOTE NO -19**OTHER EXPENSES****a)Manufacturing Expenses**

| | | |
|------------------------------|------------------|------------------|
| Stores & Spares Consumed | 16245830 | 14769562 |
| Power & Fuel charges | 178310160 | 191948853 |
| Repairs & Maintenance of P&M | 7478835 | 5052009 |
| Laboratory Expenses | 736751 | 544672 |
| Excise duty on closing stock | 3675636 | (2874172) |
| Lease Rent | 1808 | 745 |
| | <u>206449021</u> | <u>209441671</u> |

b)Selling & Distribution expenses

| | | |
|---------------------------------|------------------|------------------|
| Selling & Distribution expenses | 445128265 | 447161856 |
| | <u>445128265</u> | <u>447161856</u> |

c)Establishment Expenses

| | | |
|-------------------------------------------------------------|------------------|------------------|
| Rates & Taxes | 1779550 | 1922477 |
| Insurance | 4854808 | 4550054 |
| Repairs & Maintenance | 8013661 | 6709095 |
| Nsel expenses | 0 | 847700 |
| Auditor's Remuneration | 599800 | 331840 |
| Advertisement & Publicity | 87460 | 136927 |
| Director Sitting Fees | 80000 | 30000 |
| CSR Expenses | 1057046 | 0 |
| Office Expenses | 5585669 | 3600054 |
| Provision for diminution in value of non current investment | 1800000 | 0 |
| Miscellaneous Expenses | 8820748 | 9298363 |
| | <u>32678743</u> | <u>27426510</u> |
| TOTAL A+B+C | <u>684256028</u> | <u>684030037</u> |

Miscellaneous Expenses: Miscellaneous and other expenses include ₹ 415765 (₹ 1247102) on account of travelling expenses of Directors, out of which expenses on Directors foreign travelling is ₹ 118072 (₹ 980056)

**NOTES TO ACCOUNTS**

20. Contingent Liabilities (to the Extent not provided for) As on March 31, 2015 contingent liabilities with respect to indirect taxes amounting to ₹1582453
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. During the year Company has received part amounts of ₹ 342936/ from NSEL against written off amount of ₹ 88069897/ shown in other income..
26. **Deferred Income tax:**
Deferred tax assets are ₹ 55235747 (₹ 55276937) arising mainly of Entry tax & purchase tax not allowable as expenditure under the Income tax Act 1961.
Deferred tax liability is ₹ 42861251 (₹ 33891127) 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 ₹ 12374496 (₹ 21385810).
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.
27. 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.



28. 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.

29. 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, 2015) | (March 31, 2014) |
|-------------|------------------|------------------|
| U.S. DOLLAR | 18848967 | 4050604 |
| EURO | 0 | 350000 |
| GBP | 62800 | 0 |

The net gain on forward booking contracts on mark to market basis as on 31.03.2015 ₹ 4198585 (₹ 10242550) and has not been recognized in the Statement of Profit & Loss.

30. Delisting Offer of Shares

Pursuant to BIFR Order dt. 19.12.2013 in terms of Regulation 3(2) of SEBI (Delisting of Equity Shares) Regulations, 2009, the Promoters of the Company had made a delisting offer to all the public shareholders of the Company with an opportunity to exit from the company membership by way of selling their shares to the promoters, which was closed on 20.03.2014. Following the closure of delisting offer and in accordance with the BIFR Order dated 19.12.2013; the Company had applied for delisting of its equity shares from BSE Ltd. (Bombay Stock Exchange Ltd.). The BSE, vide its notice dated 11.07.2014 communicated that trading in Equity Shares of the Company will be discontinued with effect from 17.07.2014 and equity shares of the company will be delisted from BSE with effect from 24.07.2014 and the Company had been delisted w.e.f.24.07.2014 from BSE Ltd.

In accordance with the Structural Procedure approved by Hon'ble BIFR, the Acquirers provided a final exit opportunity through Exit Offer to remaining shareholders who have not tendered their shares in delisting offer (closed on 20.03.2014) for a period of 1 (one) year from the date of delisting. i.e. upto 23.07.2015. The Promoters has paid all consideration payable to shareholder who have tendered shares in offer and found valid till date.

31. Related party disclosures:

a) Managerial Remuneration

| Name | Description of relationship | Nature of transaction (₹) |
|--------------------|-----------------------------|------------------------------------------------------------------------------------|
| Shri Rahul Mutha | Managing Director | Remuneration: ₹ 4800000/- Provident Fund : ₹ 576000/- Perquisites ₹ 386353/- |
| Shri Praneet Mutha | Executive Director | Remuneration ₹ 4200000/- Provident fund ₹ 504000/- Perquisites ₹ 295435/- |

During the year company has assigned the Key man insurance policy in favour of key man Managing Director & Executive Director ₹ 295435/respectively.

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

32. Earning Per Share (EPS)

| | Current Year | Previous Year |
|---------------------------------------------|--------------|---------------|
| a) Net profit for the year (₹) | 151287175 | 88087619 |
| b) Weighted average Number of Equity Shares | 160577596 | 160577596 |
| c) Nominal value of per ordinary share (₹) | 1/- | 1/- |
| d) Basic earning per share (₹) | 0.94. | 0.55 |
| e) Diluted earning per share (₹) | 0.94 | 0.55 |



33. Figures and words in brackets pertain to previous year unless otherwise specified.
 34. Figures have been rounded off to the nearest Rupee.
 35. Additional information required under paragraph 3 & 4 in part II of schedule VI of the Companies Act, 1956

a) Auditors remuneration

| | Current Year | Previous Year |
|---------------------|---------------------|---------------|
| | ₹ | ₹ |
| i) Audit fees | 5,61,800 | 2,93,840 |
| ii) Cost audit fees | 38,000 | 35,000 |

b) Number of employees throughout the year who were in receipt of remuneration in aggregate to ₹ 60,00,000/- per annum or more.

| | Current Year | Previous Year |
|---------------------------|---------------------|---------------|
| | ₹ | ₹ |
| i) Number of Employee | Nil | Nil |
| ii) Salary & Others | Nil | Nil |
| iii) Contribution to P.F. | Nil | Nil |

c) Number of employees employed for any part of the year whose remuneration was Rs.500,000/- or more per month in aggregate.

| | Current Year | Previous Year |
|---------------------------|---------------------|---------------|
| | ₹ | ₹ |
| i) Number of Employee | Nil | Nil |
| ii) Salary & Others | Nil | Nil |
| iii) Contribution to P.F. | Nil | Nil |

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

| | Current Year | Previous Year |
|------------------------------|---------------------|---------------|
| | ₹ | ₹ |
| i) Solvent Extraction Plant | 412500 | 412500 |
| ii) Oil Refinery / Degumming | 102500 | 102500 |

e) Information related Raw Material and Finished Goods

| PARTICULARS | CONSUMPTION | PARTICULARS | SALES |
|---------------------|--------------------|-----------------------------|-------------------|
| Raw Material | | Manufactured Product | |
| Soya Seed | 7240504176 | Soya Meal | 5598313157 |
| | (7375693871) | | (5703157919) |
| Soya Crude Oil | 589474580 | Refined Oil | 1824684915 |
| | (890925438) | | (2566431411) |
| Others | 72599000 | Others | 1345292944 |
| | (79868083) | | (964146303) |
| Total | 7902577756 | Total | 8768291016 |
| | (8346487392) | | (9233735633) |

The Figures mentioned in the brackets are previous year figures.

f) Derivatives contracts entered into by the company and out standing as on 31st March.2015. For hedging commodity related risk:

| | 31st March.15 | 31 st March.14 |
|---------------|---------------------------------|---------------------------|
| Soyabean seed | 9900 MT | 12800 MT |
| Refined oil | 3400 MT | 2100 MT |

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

g) **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 through Implementation agency. The details are as under:-

| Particulars | 2014-2015 | 2013-2014 |
|----------------------------------------------------------------------|--------------|-----------|
| (i) Gross amount required to be spent by the company during the year | 33.74 | - |
| (ii) Amount spent during the year on: | | - |
| • Directly | 9.36 | |
| • In directly | 1.21 | |
| BALANCE TO BE SPEND | 23.17 | - |

h) Expenditure in Foreign Exchange

| | Current Year ₹ | Previous Year ₹ |
|------------------------------------------------------------------------------------------------------------------|-------------------|--------------------|
| i) On account of Capital Goods / Stores | 1666337 | 793474 |
| ii) Travelling | 325546 | 392456 |
| iii) Commission | 2249950 | 2583297 |
| iv) Others /Lecithin Import | 38175264 | 18620535 |
| v) Earnings in Foreign Exchange Export of Finished Products (Including earning foreign Exchange on FOB basis) | 288,27,24,276 | 298,81,25,202 |

i) Managerial Remuneration to Directors

| | Current Year ₹ | Previous Year ₹ |
|--------------------------------------------|-------------------|--------------------|
| i) Managing Director | | |
| a) Remuneration | 4800000 | 4200000 |
| b) Contribution to Provident & Other funds | 576000 | 504000 |
| c) Perquisites | 386353 | 77665 |
| ii) Directors other than Managing Director | | |
| a) Remuneration | 4200000 | 3000000 |
| b) Contribution to PF & other funds | 504000 | 360000 |
| c) Perquisites | 295435 | 0 |
| iii) Non- Executive Directors | | |
| a) Sitting Fees | 80000 | 30000 |

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
Executive Director

Place: Dewas
Dated: 08-08-2015



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 41st Annual General Meeting of the company, to be held on the Wednesday, 30th day of September, 2015 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

41st Annual General Meeting on Wednesday, 30th September 2015, at 9.30 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,2015. | |
| 2. | Re-appointment of Shri Praneet Mutha, who retires by rotation. | |
| 3. | Appointment of M/s. Sodani & Company, Chartered Accountants as Auditors and fixing their remuneration. | |
| | Special Business | |
| 4. | Appointment of Smt. Usha Mutha as Woman Director | |
| 5. | Approval of the Remuneration of M/s M.Goyal & Co,Cost Accountants. | |
| 6. | Approval of the Remuneration of Shri Praneet Mutha as a Executive Director for the period 01.04.2014 to 31.03.2016 | |
| 7. | Approval of the Remuneration of Shri Praneet Mutha as a Executive Director for the period 01.03.2015 to 31.03.2016 | |
| 8. | Approval of the Remuneration of Shri Praneet Mutha as a Executive Director for the period 01.04.2015 to 31.03.2016 | |
| 9. | Approval of the Remuneration of Shri Rahul Mutha as a Managing Director for the period 01.04.2014 to 31.03.2015 | |
| 10. | Approval of the Remuneration of Shri Rahul Mutha as a Managing Director for the period 01.03.2015 to 31.03.2015 | |
| 11. | Appointment of Shri Rahul Mutha as a Managing Director. | |

Signed this -----day of-----2015

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 LTD.
CIN : L01710MP1992PLC007043
14-A, Industrial Area, A. B. Road,
Dewas (M.P.) - 455 001, India.
Ph.: 07272-258251-52
Fax : 07272-400121