



NOTICE

Notice is hereby given that the 43rd Annual General Meeting of Members of the Company will be held on Friday, 29th day of September, 2017 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 Audited Financial Statement of the Company for the year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon and in this regard, to consider, and if thought fit, to pass, with or without modification(s), if any, the following resolutions as an Ordinary Resolution:
“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
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 and in this regard, to consider, and if thought fit, to pass, with or without modification(s), if any, the following resolutions as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 Shri Praneet Mutha (DIN-00424250), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. To appoint and fix their remuneration and in this regard, to consider and, if thought fit, to pass, with or without modification, if any, the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** subject to the provisions of section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s N.K. Ajmera & Associates, Chartered Accountants (Firm Registration No. 015260C), be and is hereby appointed as Auditors of the Company, in place of retiring Auditors M/s. Sodani & Co., Chartered Accountants (Firm Registration No. 000880C), to hold office for a term of 5 years from the conclusion of this 43rd Annual General Meeting (AGM) until the conclusion of the 48th AGM of the Company, subject to ratification by the members every year, as applicable, at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.

SPECIAL BUSINESS

4. To approve the remuneration of the Cost Auditors for the financial year ended 31st March, 2018 and in this regard, 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 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, 2018, 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.”
5. To consider and if thought fit, to pass with or without modification(s), if any, the following Resolution as a Special Resolution:
RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the Members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

6. To consider, and if thought fit , to pass with or without modification(s), if any, the following Resolution as a Special 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 Members be and is hereby accorded for the payment of revised remuneration as mentioned in the statement annexed hereto for the remaining period from 01.10.2016 to 31.3.2018 to Shri Praneet Mutha (DIN-00424250), Joint Managing Director of the Company .”

7. To consider, and if thought fit , to pass, with or without modification(s), if any, the following Resolution as a Special 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 Members be and is hereby accorded for the payment of revised remuneration as mentioned in the statement annexed hereto for the remaining period 01.10.2016 to 31.3.2017 to Shri Rahul Mutha (DIN-00424128), Managing Director of the Company .”

8. To consider, and if thought fit , to pass, with or without modification(s), if any, the following Resolution as a Special 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 Members 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. 01.04.2017 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

Place: Dewas

Date:01st June,2017

CIN: U15142MP1973PLC001225

Registered Offic:28 , Industrial Area, A.B. Road,

Dewas- 455001 (M.P.)

Tele: 07272-258545, 6 Fax: 07272-258552

Email: admin@vippsyoya.com

website: www.vippsyoya.com

Prakash Chakrawarti

Sr. Manager (Legal) & Company Secretary

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy should be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
3. The register of members and share transfer books will remain closed from Saturday 23rd day of September, 2017 to Friday, 29th day of September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
4. Members/proxies who wish to attend the meeting are requested to bring the attendance slip duly filled and deliver the same at the entrance of the Meeting Hall.
5. Members who hold the shares in dematerialized form are requested to bring details of their DP and client ID number for easier identification and attendance at the meeting.
6. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. The route map showing directions to reach the venue of the 43rd AGM is annexed.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members may note that Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.vippysoya.com.
10. Resolution(s) passed by Members through remote e-voting is/are deemed to have been passed as if they have been passed at the AGM.
11. Mr. Shilpesh Dalal proprietor of the M/s. Shilpesh Dalal & Co., Practicing Company Secretaries appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
12. The Company is providing facility for voting by electronic means and the business set out in the Notice will be transacted through such voting.
13. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
14. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote(s) by using remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
15. Members are requested to notify immediately any change of address to their depository Participant(DPs) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agent (RTA), M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore-452010(M.P.), in respect of their physical share folio, if any.
16. Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
17. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
18. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vippysoya.com, CDSL within two days of the passing of the Resolutions at the Annual General Meeting of the Company.



19 In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

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

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on Tuesday 26th day of September 2017 at 9.00 a.m. and ends on Thursday, 28th day of September, 2017 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 Friday, 22nd day of September, 2017 as cut-off date/(record date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (xi) Click on the EVSN for the Vippy Industries Ltd. on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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.

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.

By Order of the Board

Place: Dewas
Date: 01st June, 2017
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area, A.B. Road,
Dewas- 455001 (M.P.)
Tele: 07272-258545, 6 Fax: 07272-258552
Email: admin@vippysoya.com
website: www.vippysoya.com

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 4**

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) as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2017-18 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 members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends the said resolutions set out at item no.4 of the notice for your approval by ordinary resolution.

Item No.5

As per provisions of section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the aforementioned resolution.

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

Item No.6

On recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on 30.09.2016 revised the remuneration payable to Shri Praneet Mutha, Whole Time Director, designated as Joint Managing Director of the Company for the period 01.10.2016 to 31.03.2018, subject to consent of members on the following terms and conditions:

- I. Basic Salary: ₹10,25000/- (Rupees Ten Lacs Twenty Five Thousands) per month
- II. Perquisites & Allowances: subject to ceiling of ₹ 5,00,000/- (Rupees Five Lacs) per annum.
 - a) Electricity & Water: Expenditure incurred by the Joint Managing Director on Electricity & Water at residence will be provided by the Company.
 - b) Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and family.
 - c) Club Fees: Payment of Club Fees, Subject to a maximum of two clubs excluding life membership fees.
 - d) Personal Accident Insurance: payment of personal accident insurance premium.
 - e) Other benefits, perquisites including assignment of insurance policy if any and allowance as specified from time to time as per Company's Rules.
 - f) Other perquisites excluded from aforesaid limits
 - (I) Telephone: Free Telephone and mobile facility at residence for official use.
 - (ii) Car with Driver: Free use of one car with driver for official use.
 - (iii) Contribution to provident fund to the extent not taxable under the Income Tax Act 1961, and Gratuity as per rules of the Company.

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

Shri Praneet Mutha is interested in the resolution as set out at item no.6 of the notice as a Joint Managing Director and also interested to the extent of her share holding interest in the Company. Mrs. Usha Mutha, Director, being relative is interested in the resolution and also interested to the extent of her shareholding interest in the company.

The Promoter Group, Shri Piyush Mutha and Mrs. Preethi Mutha being relatives of Shri Praneet Mutha, are interested



in the resolution to the extent of shareholding interest in the Company.

Save and except the above none of other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the said resolution as set out in item no. 6 of the notice.

The Board of Directors recommends resolution, as set out in item no. 6 of the notice for your approval by special resolution as required in section II of Part II of Schedule V of the Companies Act, 2013 because the said remuneration exceeds the limits as specified in section II of Part II of Schedule V of the Companies Act, 2013 .

The statement containing required information as required in section II of Part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of Industry: The Company is engaged in processing of soya seeds and refining of soya oil for edible purpose.
2. Date or expected date of commencement of commercial production:
The Company had commenced commercial production since 1974.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators: (₹In Crores)

Financial year ended	March 31,2017	March 31,2016
Income		
Revenue from Operations	1093.04	821.55
Other Income	8.71	5.47
Total Revenue	1101.75	827.02
Profit before finance cost, depreciation and amortization & tax	52.20	33.43
Less: Finance Costs	2.81	1.17
Less: Depreciation and amortization expenses	7.67	7.17
Profit before Tax	41.72	25.09
Less: Tax Expenses	17.09	9.00
Profit for the year	24.63	16.09

5. Foreign Investments or Collaborators if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details: Shri Praneet Mutha is a Director of the company since 31.10.2007. He is a Whole Time Director of the Company since 1st April, 2010 . He is M.Com & he possesses vast experience in the field of Finance and Marketing. He also has vast experience on Soya Extraction and other Industries.
2. Past Remuneration: The total remuneration including perquisites paid to Shri Praneet Mutha during the period 01.04.2015-31.03.2016 and 01.04.2016-31.03.2017 was ₹63,84,000/- & ₹1,04,16,000/- respectively.
3. Recognition or awards: Nil.
4. Job Profile and his suitability: Shri Praneet Mutha being the Whole Time Director of the Company exercises his powers subject to the superintendence, control and direction of the Board of Directors of the Company. He is responsible for the operations including finance & Marketing.
5. Remuneration Proposed: As stated above in the statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: : The remuneration is commensurate with the remuneration packages paid to similar level persons in similar soya companies operating in India taking into consideration the experience of Shri Praneet Mutha.



7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any : Shri Praneet Mutha belongs to promoter/promoter group of the Company and he is holding 7.26% shares of the Company. Apart from this, he doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company. Shri Praneet Mutha is interested as a Joint Managing Director and also interested to the extent of his shareholding interest in the Company. Mrs. Usha Mutha, Director, being relative is interested and also interested to the extent of his shareholding interest in the Company. The Promoter Group, Shri Piyush Mutha and Mrs. Preethi Mutha being relatives of Shri Praneet Mutha ,are interested to the extent of shareholding interest in the MP Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits: Stiff market competition, fluctuation in price of raw material and other factors putting pressure of profits of the Company.
2. Steps taken or proposed to be taken for improvement: Company has taken the following steps for improvement in performance:
 - i) Development of New Export Markets
 - ii) Focus on Value added product
 - iii) Training program for employees
 - iv) Continuous product development and cost reduction
 - v) Improvement in procurement of raw material
3. Expected increase in productivity and profits in measurable terms: With the aforesaid measures taken by the Company and considering the continuously improving economic scenario, the productivity and profitability of the Company is expected to increase in coming years.

IV. DISCLOSURES

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:

Name	Designation	Salary (₹)	Perquisit es and other benefits (₹)	Pf & Other Fund (₹)	Stock Optio ns (₹)	Pen sion (₹)	Sitting Fees (₹)	Total (₹)
Shri Rahul Mutha	Managing Director	9600000	122674	1152000	-	-	-	10874674
Shri Praneet Mutha	Joint Managing Director	9300000	-	1116000	-	-	-	10416000
Smt.Usha Mutha	Woman Director	-	-	-	-	-	45000	45000
Dr.K. Savagaon	Independent Director	-	-	-	-	-	30000	30000
Shri Sajeve Deora	Independent Director	-	-	-	-	-	15000	15000
Dr.Shailendra Karnawat	Independent Director	-	-	-	-	-	30000	30000
Dr.Pradeep Pandurang Mahajan	Independent Director	-	-	-	-	-	5000	5000



- ii) Details of fixed component and performance linked incentives along with performance criteria.
Fixed component given as above. Presently no performance linked incentives are given by the Company.
- iii) Service contracts, notice of period, severance fees: There is no severance fees prescribed by the Company. The notice period is 1 month from either side.
- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable.

Item No. 7

On recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on 30.09.2016 revised the remuneration payable to Shri Rahul Mutha, Managing Director of the Company for the period 01.10.2016 to 31.03.2017 subject to consent of members on the following terms and conditions:

- I. Basic Salary: ₹10,50,000/- (Rupees Ten Lacs Fifty Thousands) per month
- II. Perquisites & Allowances: subject to ceiling of ₹ 5,00,000/- (Rupees Five Lacs) per annum.
 - a) Electricity & Water: Expenditure incurred by the Managing Director on Electricity & Water at residence will be provided by the Company.
 - b) Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and family.
 - c) Club Fees: Payment of Club Fees, Subject to a maximum of two clubs excluding life membership fees.
 - d) Personal Accident Insurance: payment of personal accident insurance premium.
 - e) Other benefits, perquisites including assignment of insurance policy if any and allowance as specified from time to time as per Company's Rules.
 - f) Other perquisites excluded from aforesaid limits
 - (I) Telephone: Free Telephone and mobile facility at residence for official use.
 - (ii) Car with Driver: Free use of one car with driver for official use.
 - (iii) Contribution to provident fund to the extent not taxable under the Income Tax Act 1961, and Gratuity as per rules of the Company.

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

Shri Rahul Mutha is interested in the resolution set out at item no.7 of the notice as a Managing Director and also interested to the extent of his shareholding interest in the Company. Shri Rahul Mutha is the father of Shri Kshitij Mutha, Assistant Manager (Projects) of the Company.

The Promoter Group, Shri Vimal Chand Mutha , Mrs. Chandrakala Mutha and Mrs. Sunita Mutha, being relatives of Shri Rahul Mutha ,are interested in the resolution to the extent of shareholding interest in the Company .

Save and except the above none of other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in item No. 7 of the notice for your approval by special resolution as required in section II of Part II of Schedule V of the Companies Act, 2013 because the said remuneration exceeds the limits as specified in section II of Part II of Schedule V of the Companies Act,2013 .

The statement containing required information as required in section II of Part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of Industry: The Company is engaged in processing of soya seeds and refining of soya oil for edible purpose.
2. Date or expected date of commencement of commercial production:
The Company had commenced commercial production since 1974.
3. In case of new companies, expected date of commencement of activities as per project approved by financial



institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given indicators:

(₹ In Crores)

Financial year ended	March 31,2017	March 31,2016
Income		
Revenue from Operations	1093.04	821.55
Other Income	8.71	5.47
Total Revenue	1101.75	827.02
Profit before finance cost, depreciation and amortization & tax	52.20	33.43
Less: Finance Costs	2.81	1.17
Less: Depreciation and amortization expenses	7.67	7.17
Profit before Tax	41.72	25.09
Less: Tax Expenses	17.09	9.00
Profit for the year	24.63	16.09

5. Foreign Investments or Collaborators if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details: Shri Rahul Mutha is a Director of the company since 01.02.1992. He is a Managing Director of the Company since 30.06.2007. He is M.Com & he possesses vast experience in the field of Finance and Marketing in soya extraction industry.
2. Past Remuneration :The total remuneration including perquisites paid to Shri Rahul Mutha during the period 01.04.2015 -31.03.2016 and 01.04.2016 -31.03.2017 was ₹ 68,08,138/- & ₹1,08,74,674 respectively.
3. Recognition or awards: Nil.
4. Job Profile and his suitability: Shri Rahul Mutha being the Managing Director of the Company exercises substantial power of management subject to the superintendence, control and direction of the Board of Directors of the Company. He is responsible for the operations and affairs of the Company. He has rich experience in conceptualizing, planning, directing and implementing business decision and translating them into business growth. Under his dynamic leadership, initiatives and directions, the Company has benefited in its overall operations. He is the key factor behind the overall growth and success of the Company.
5. Remuneration Proposed: As stated above in the statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : The remuneration is commensurate with the remuneration packages paid to similar level person in similar soya companies operating in India taking into consideration the experience of Shri Rahul Mutha.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Shri Rahul Mutha belongs to promoter/promoter group of the Company and he is holding 7.22% shares of the Company. He has no pecuniary relationship with Company except drawing of remuneration by him and Shri Khsitij Mutha, Assistant Manager (Projects) of the Company during the year 2016-17. Shri Rahul Mutha is interested as a Managing Director and also interested to the extent of his shareholding interest in the Company. Shri Rahul Mutha is the father of Shri Kshitij Mutha, Assistant Manager (Projects) of the Company.



The Promoter Group, Shri Vimal Chand Mutha , Mrs. Chandrakala Mutha and Mrs. Sunita Mutha being relatives of Shri Rahul Mutha ,are interested in the resolution to the extent of shareholding interest in the Company .

III. OTHER INFORMATION

- Reasons of loss or inadequate profits: Stiff market competition, fluctuation in price of raw material and other factors putting pressure of profits of the Company.
- Steps taken or proposed to be taken for improvement: Company has taken the following steps for improvement in performance:
 - Development of New Export Markets
 - Focus on Value added product
 - Training program for employees
 - Continuous product development and cost reduction
 - Improvement in procurement of raw material
- Expected increase in productivity and profits in measurable terms: With the aforesaid measures taken by the Company and considering the continuously improving economic scenario, the productivity and profitability of the Company is expected to increase in coming years.

IV. DISCLOSURES

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:

Name	Designation	Salary (₹)	Perquisites and other benefits (₹)	Pf & Other Fund (₹)	Stock Options (₹)	Pension (₹)	Sitting Fees (₹)	Total (₹)
Shri Rahul Mutha	Managing Director	9600000	122674	1152000	-	-	-	10874674
Shri Praneet Mutha	Joint Managing Director	9300000	-	1116000	-	-	-	10416000
Smt.Usha Mutha	Woman Director	-	-	-	-	-	45000	45000
Dr.K. Savagaon	Independent Director	-	-	-	-	-	30000	30000
Shri Sajeve Deora	Independent Director	-	-	-	-	-	15000	15000
Dr.Shailendra Karnawat	Independent Director	-	-	-	-	-	30000	30000
Dr.Pradeep Pandurang Mahajan	Independent Director	-	-	-	-	-	5000	5000



- ii) Details of fixed component and performance linked incentives along with performance criteria.
Fixed component given as above. Presently no performance linked incentives are given by the Company.
- iii) Service contracts, notice of period, severance fees: There is no severance fees prescribed by the Company. The notice period is 1 month from either side.
- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

Item No. 8

The Nomination and Remuneration Committee has considered and approved the terms, conditions including remuneration 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, 2017 whose terms has expired on 31.03.2017. 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 31 years experience in Finance and Marketing in Soya extraction industry. The Board of Directors at their meeting held on 31.03.2017, 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: ₹10,50,000/- (Rupees Ten Lacs Fifty Thousands) per month in the scale of ₹ 10,50,000/- ₹ 1,50,000/- ₹12,00,000/-. Annual Increment of ₹ 1,50,000/- per month shall be payable on 1st April each year.
- II. Perquisites & Allowances: subject to ceiling of ₹ 10,00,000/-(Rupees Ten Lacs) per annum.
 - a) Electricity & Water: Expenditure incurred by the Managing Director on Electricity & Water at residence will be provided by the Company.
 - b) Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and family.
 - c) Club Fees: Payment of Club Fees, Subject to a maximum of two clubs excluding life membership fees.
 - d) Personal Accident Insurance: payment of personal accident insurance premium.
 - e) Other benefits, perquisites including assignment of insurance policy if any and allowance as specified from time to time as per Company's Rules.
 - f) Other perquisites excluded from aforesaid limits
 - (I) Telephone: Free Telephone and mobile facility at residence for official use.
 - (ii) Car with Driver: Free use of one car with driver for official use.
 - (iii) Contribution to provident fund, superannuation fund to the extent not taxable under the Income Tax Act 1961, and Gratuity as per rules of the Company.
 - (iv) Encashment of leave at the end of tenure to the extent not taxable under the Income Tax Act 1961

III. He shall be entitled to get any loan from the Company as per rules of the Company.

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

Shri Rahul Mutha is interested in the resolution set out at item no.8 of the notice as a Managing Director and also interested to the extent of his shareholding interest in the Company. Shri Rahul Mutha is the father of Shri Kshitij Mutha, Assistant Manager (Projects) of the Company.

The Promoter Group, Shri Vimal Chand Mutha, Mrs. Chandrakala Mutha and Mrs. Sunita Mutha, being relatives of Shri Rahul Mutha, are interested in the resolution to the extent of shareholding interest in the Company.

Save and except the above none of other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in item No. 8 of the notice for your approval by special resolution as required in section II of Part II of Schedule V of the Companies Act, 2013 because the said remuneration exceeds the limits as specified in section II of Part II of Schedule V of the Companies Act, 2013.



The statement containing required information as required in section II of Part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of Industry: The Company is engaged in processing of soya seeds and refining of soya oil for edible purpose.
2. Date or expected date of commencement of commercial production:
The Company had commenced commercial production since 1974.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators: (₹ In Crores)

Financial year ended	March 31,2017	March 31,2016
Income		
Revenue from Operations	1093.04	821.55
Other Income	8.71	5.47
Total Revenue	1101.75	827.02
Profit before finance cost, depreciation and amortization & tax	52.20	33.43
Less: Finance Costs	2.81	1.17
Less: Depreciation and amortization expenses	7.67	7.17
Profit before Tax	41.72	25.09
Less: Tax Expenses	17.09	9.00
Profit for the year	24.63	16.09

5. Foreign Investments or Collaborators if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details: Shri Rahul Mutha is a Director of the company since 01.02.1992. He is a Managing Director of the Company since 30.06.2007. He is M.Com & he possesses vast experience in the field of Finance and Marketing. He has more than 31 years in soya extraction industry.
2. Past Remuneration :The total remuneration including perquisites paid to Shri Rahul Mutha during the period 01.04.2015 -31.03.2016 and 01.04.2016 -31.03.2017 was ₹ 6808138/- & ₹ 1,08,74,674 respectively.
3. Recognition or awards: Nil.
4. Job Profile and his suitability: Shri Rahul Mutha being the Managing Director of the Company exercises substantial power of management subject to the superintendence, control and direction of the Board of Directors of the Company. He is responsible for the operations and affairs of the Company. He has rich experience in conceptualizing, planning, directing and implementing business decision and translating them into business growth. Under his dynamic leadership, initiatives and directions, the Company has benefited in its overall operations. He is the key factor behind the overall growth and success of the Company. His devotion, vision and experience are essential for continuing growth of the Company. Taking into consideration his qualifications and experience, Shri Rahul Mutha is best suited for the responsibilities assigned to him.



5. Remuneration Proposed: As stated above in the statement.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : The remuneration proposed is commensurate with the remuneration packages paid to similar level appointees in similar soya companies operating in India taking into consideration the experience of Shri Rahul Mutha.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Shri Rahul Mutha belongs to promoter/promoter group of the Company and he is holding 7.22% shares of the Company. He has no pecuniary relationship with Company except drawing of remuneration by him and Shri Kshitij Mutha, Assistant Manager (Projects) of the Company during the year 2016-17. Shri Rahul Mutha is interested as a Managing Director and also interested to the extent of his shareholding interest in the Company .Shri Rahul Mutha is the father of Shri Kshitij Mutha, Assistant Manager (Projects) of the Company. The Promoter Group, Shri Vimal Chand Mutha , Mrs. Chandrakala Mutha and Mrs. Sunita Mutha being relatives of Shri Rahul Mutha ,are interested in the resolution to the extent of shareholding interest in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits: Stiff market competition, fluctuation in price of raw material and other factors putting pressure of profits of the Company.
2. Steps taken or proposed to be taken for improvement: Company has taken the following steps for improvement in performance:
 - i) Development of New Export Markets
 - ii) Focus on Value added product
 - iii) Training program for employees
 - iv) Continuous product development and cost reduction
 - v) Improvement in procurement of raw material
3. Expected increase in productivity and profits in measurable terms: With the aforesaid measures taken by the Company and considering the continuously improving economic scenario, the productivity and profitability of the Company is expected to increase in coming years.

IV. DISCLOSURES

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:

Name	Designation	Salary (₹)	Perquisites and other benefits (₹)	Pf & Other Fund (₹)	Stock Options (₹)	Pension (₹)	Sitting Fees (₹)	Total (₹)
Shri Rahul Mutha	Managing Director	9600000	122674	1152000	-	-	-	10874674
Shri Praneet Mutha	Joint Managing Director	9300000	-	1116000	-	-	-	10416000
Smt.Usha Mutha	Woman Director	-	-	-	-	-	45000	45000
Dr.K. Savagaon	Independent Director	-	-	-	-	-	30000	30000
Shri Sajeve Deora	Independent Director	-	-	-	-	-	15000	15000
Dr.Shailendra Karnawat	Independent Director	-	-	-	-	-	30000	30000
Dr.Pradeep Pandurang Mahajan	Independent Director	-	-	-	-	-	5000	5000



VIPPY INDUSTRIES LTD.

An ISO 9001:2008 Certified Company

- ii) Details of fixed component and performance linked incentives along with performance criteria.
Fixed component given as above. Presently no performance linked incentives are given by the Company.
- iii) Service contracts, notice of period, severance fees: There is no severance fees prescribed by the Company. The notice period is 1 month from either side.
- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

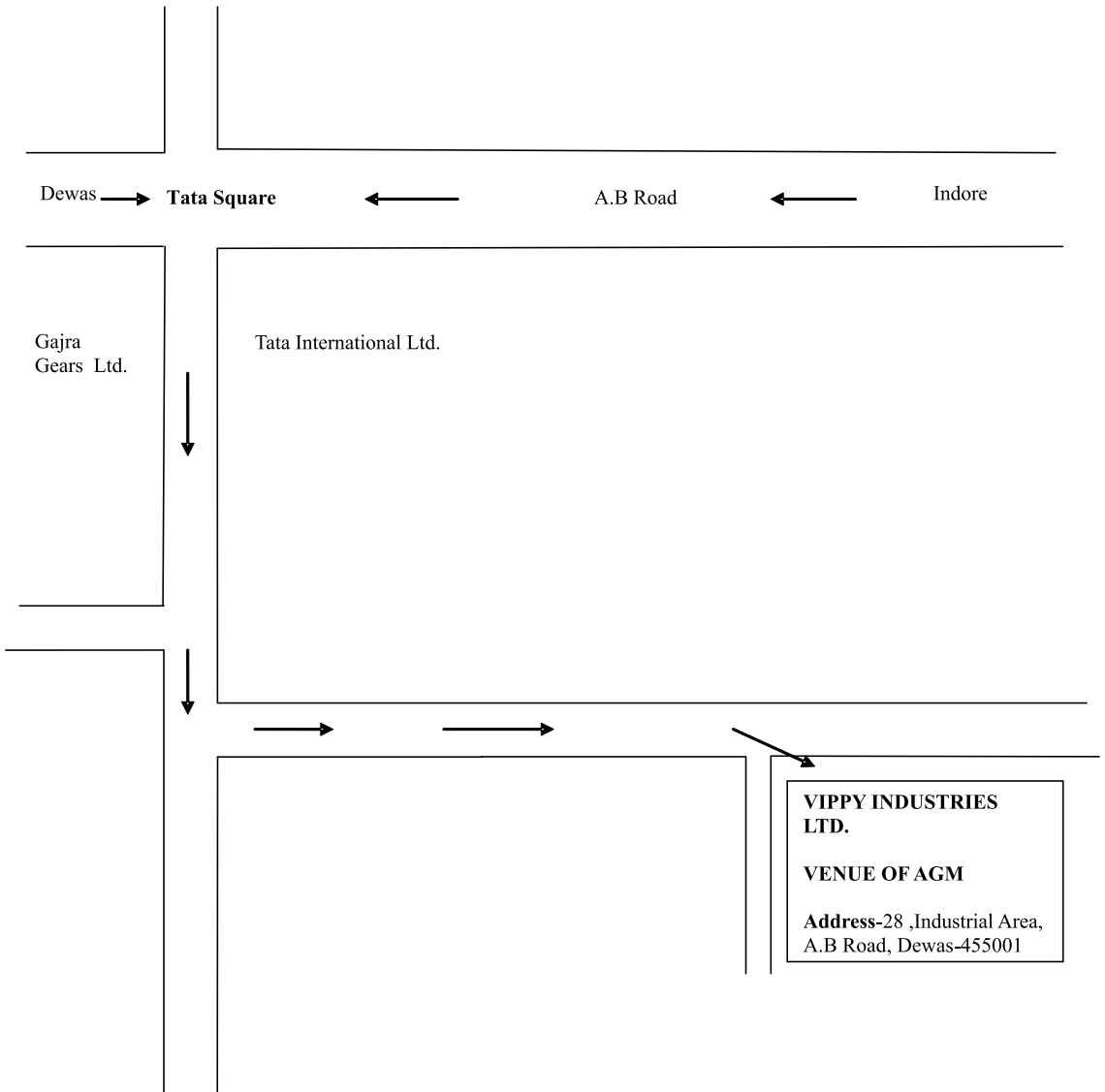
By Order of the Board

Place: Dewas
Date: 01st June, 2017
CIN: U15142MP1973PLC001225
Registered Office: 28, Industrial Area, A.B. Road,
Dewas- 455001 (M.P.)
Tele: 07272-258545, 6 Fax: 07272-258552
Email: admin@vippysoya.com
website: www.vippysoya.com

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary



Route Map-Venue of 43rd Annual General Meeting of the Company





VIPPY INDUSTRIES LTD.

CIN: L15142MP1973PLC001225

Regd. Office:28, Industrial Area, A.B. Road, Dewas-455001(M.P.), India

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 43rd Annual General Meeting of the Company, to be held on the Friday, 29th day of September, 2017 at 9.30 a.m. at the Registered office of the Company at 28, Industrial Area, A.B Road, Dewas 455001(M.P.), and at any adjournment thereof in respect of such resolutions are indicated overleaf:



VIPPY INDUSTRIES LTD.

CIN: L15142MP1973PLC001225

Regd. Office:28, Industrial Area, A.B. Road, Dewas-455001(M.P.), India

Email: admin@vippysoya.com, website:www.vippysoya.com

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

ATTENDANCE SLIP

43th Annual General Meeting on Friday,29th September 2017, at 9.30 a.m.

At Registered Office:28, Industrial Area, A.B. Road, Dewas-455001(M.P.), India

Folio No.-----DP ID No.* -----Client ID No.*-----

Name of the Member-----Signature-----

Name of the Proxyholder-----Signature-----

I hereby record my/our presence at 43rd Annual General Meeting of the Company at 9.30 a.m.at the Registered office of the Company at 28, Industrial Area, A.B Road, Dewas 455001(M.P.),

*Applicable for Member holding shares in electronic form.

1. Only Member/Proxy holder can attend the meeting

2. Member/Proxy holder should bring his/her copy of Annual Report for reference at the Meeting

Resolutions	
Ordinary Business	
1 Adoption of Financial Statement for the year ended 31 st March, 2017 (Ordinary Resolution)	
2 Re-appointment of Shri Praneet Mutha (00424250) Director, who retires by rotation (Ordinary Resolution)	
3 Appointment of M/s N.K. Ajmera & Associates Chartered Accountants as Auditors in place of retiring Auditor M/s Sodani & Co., Chartered Accountant to hold office for a term of 5 years.	
Special Business	
4 To approve the remuneration of the Cost Auditors for the Financial year ended 31 st March, 2018 (Ordinary Resolution)	
5 Approval to deliver document through a particular mode as may be sought by the Member (Special Resolution)	
6 Approval for payment of remuneration of Shri Praneet Mutha ,Joint Managing Director of the Company for the remaining period from 01.10.2016 to 31.03.2018 (Special Resolution)	
7 Approval for payment of remuneration of Shri Rahul mutha, Managing Director of the Company for the remaining period from 01.10.2016 to 31.03.2017 (Special Resolution)	
8 Approval of terms and re-appointment of Shri Rahul Mutha as a Managing Director of the Company for a period of 2 years w.e.f. 01.04.2017 (Special Resolution)	

Signed this -----day of-----2017

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.

