



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.

Prakash Chakrawarti
Sr. Manager (Legal) & Company Secretary
CIN: U15142MP1973PLC001225

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



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

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

- Only Member/Proxy holder can attend the meeting
- 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 01.04.2014 to 31.03.2015	
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.

