

SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,

Janjeer Wala Square, Indore (M.P.) -452 003

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Report of Scrutinizer on E-voting

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20
of the Companies (Management and Administration) Rules, 2014]

To,
Chairman of the AGM
Vippy Industries Limited
CIN: L15142MP1973PLC001225
Dewas

Sub :Passing of Resolution through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

42nd Annual General Meeting of the Equity Shareholders of Vippy Industries Limited on 30th September, 2016 at Registered Office of the Company at Dewas.

Dear Sir,

Pursuant to the Resolution passed by the Board of Directors of Vippy Industries Limited on 27th August, 2016, I have been appointed as Scrutiniser for the E-Voting process as mentioned under Rules 20 of Companies (Management and Administration) Rules 2014.

The Company has appointed Central Depository Services Limited as Service Provider, for providing platform for electronic voting to shareholders. Ankit Consultancy Pvt. Ltd. is Registrar and Share Transfer Agent. The Service Provider had provided a platform, through website www.evotingindia.com, for recording the votes of the shareholders electronically on all the items of business as specified in AGM Notice.

As on cut-off date, i.e. 23rd September, 2016, there were 11270 Share holders in the company. The e-voting kept open for 3 days from 27th September, 2016 (9.00 a.m) to 29th, September, 2016 (5.00 p.m.).

At the end of voting period on 29th September, 2016, the voting portal of Service Provider (CDSL) duly blocked by me. And on 29th September, 2016 the votes case through e-voting facility was duly unblocked by me as Scrutiniser in presence of Shri Sudhanshu Dixit and Shri Sumeet Bansal, witnessed.

Now I, Shilpesh Dalal, Practising Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, duly appointed as Scrutinizer by the Board of Directors for the purpose of the e-voting taken under Section 108 of the Companies Act, 2013 and Rules made thereunder, for the below mentioned resolution(s), submit my report as under:

Total Number of Nil Share Holder participated in e-voting, holding total Number of Nil Shares.



The result of E-Voting is as under:

ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

To Receive, consider and adopt the standalone & consolidated Audited Financial Statement of the Company for the year ended 31st March, 2016 and Report of the Board of Directors and Auditors thereon.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2- Ordinary Resolution

To appoint director in place of Smt. Usha Mutha (DIN-00409255) who retire by rotation and being eligible, offers herself for re-appointment.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 3-Ordinary Resolution

Re-appointment of M/S Sodani & Company, Chartered Accountants, (Firm Regn No. 000880C), as Auditors of the company from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

SPECIAL BUSINESS**Item No. 4-Ordinary Resolution**

To appoint of Shri Pradeep Pandurang Mahajan(DIN-07523147) as Independent Director .

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 5-Ordinary Resolution

Approval of Remuneration of cost Auditors for the Financial Year ending 31st March,2017.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.6-Ordinary Resolution

Approval of Re-appointment of Shri Praneet Mutha (DIN:00424250) , as a Whole time Director designated as Joint Managing Director.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(II) Voted against the resolution:

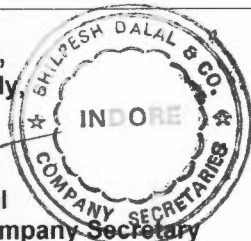
Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,


Shilpesh Dalal
Practising Company Secretary
FCS: 5316, CP : 4235
Indore
Date: 30.09.2016



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

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E-mail : csshilpeshdalal@gmail.com

Report of Scrutinizer on Poll

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]

To,
Chairman of the AGM
Vippy Industries Limited
CIN: L15142MP1973PLC001225
Dewas

42nd Annual General Meeting of the Equity Shareholders of Vippy Industries Limited on 30th September, 2016 at Registered Office of the Company at Dewas.

Dear Sir,

I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square, Indore and appointed as Scrutinizer by the Board of Directors for the purpose of the poll taken under Section 109 of the Companies Act, 2013 and Rules made thereunder, for the below mentioned resolution(s), at the 42nd AGM of the Equity Shareholders of Vippy Industries Limited, held on 30th September, 2016 at Registered Office of the Company at Dewas, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and witness Shri Sudhanshu Dixit and Shri Sumeet Bansal and poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.



The result of the Poll is as under:

ORDINARY BUSINESS

Item No. 1-Ordinary Resolution

To Receive, consider and adopt the standalone & consolidated Audited Financial Statement of the Company for the year ended 31st March, 2016 and Report of the Board of Directors and Auditors thereon.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	145352717	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No. 2- Ordinary Resolution

To appoint director in place of Smt. Usha Mutha (DIN-00409255) who retire by rotation and being eligible, offers herself for re-appointment.

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	132426909	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 3-Ordinary Resolution

Re-appointment of M/S Sodani & Company, Chartered Accountants, (Firm Regn No. 000880C), as Auditors of the company from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	145352717	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

SPECIAL BUSINESS

Item No. 4-Ordinary Resolution

To appoint of Shri Pradeep Pandurang Mahajan(DIN-07523147) as Independent Director .

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	145352717	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



Item No. 5-Ordinary Resolution**Approval of Remuneration of cost Auditors for the Financial Year ending 31st March, 2017.**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	145352717	100

(II) Voted against the resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.6-Ordinary Resolution**Approval of Re-appointment of Shri Praneet Mutha (DIN:00424250) , as a Whole time Director designated as Joint Managing Director.**

(I) Voted in favour of resolution:

Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	132426909	100

(II) Voted against the resolution:

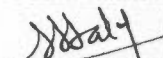
Number of Members Voted(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members (in person or by proxy)whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and no votes cast were invalid, for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to Mr Prakash Chakrawarti, Company Secretary for safe keeping as authorized by the Board.

Thanking you,
Yours faithfully,


Shripesh Dalal
Practicing Company Secretary

FCS: 5316, CP : 4235
Indore
Date: 30.09.2016



SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

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COMBINED REPORT OF SCRUTINISER ON EVOTING AND POLL

To,
Chairman of the AGM
Vippy Industries Limited
CIN: L15142MP1973PLC001225

Dewas

Dear Sir

I Shilpesh Dalal, Practicing Company Secretary have been appointed as Scrutiniser by Board of Directors for E-voting u/s 108 and for Poll u/s 109 of the Companies Act, 2013 read with Rules made thereunder.

I have submitted separate Scrutinizer's report for E-voting and for Poll. I herewith submit the combined report of votes casted through E-Voting and by Poll.



Sr. No	Resolution	E-voting			Voted against the resolution:			Voting by Poll			Voted against the resolution:			Invalid Vote	
		Number of Members Voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Number of Members Voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	Adoption of the standalone & consolidated Audited Financial Statement of the Company for the year ended 31 st March, 2016 and Report of the Board of Directors and Auditors thereon.	Nil	Nil	Nil	Nil	Nil	Nil	32	145352717	100	Nil	Nil	Nil	Nil	Nil
2	To appoint director in place of Smt. Usha Mutha (DIN-00409255) who retire by rotation and being eligible, offers herself for re-appointment.	Nil	Nil	Nil	Nil	Nil	Nil	29	132426909	100	Nil	Nil	Nil	Nil	Nil

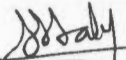


3	Re-appointment of M/S Sodani & Company, Chartered Accountants, (Firm Regn No. 000880C), as Auditors of the company from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and fix their remuneration	Nil	Nil	Nil	Nil	Nil	Nil	32	145352717	100	Nil	Nil	Nil	Nil	Nil
4	Appointment of Shri Pradeep Pandurang Mahajan(DIN -07523147) as Independent Director .	Nil	Nil	Nil	Nil	Nil	Nil	32	145352717	100	Nil	Nil	Nil	Nil	Nil
5	Approval of Remuneration of Cost Auditors for the Financial Year ending 31 st March,2017	Nil	Nil	Nil	Nil	Nil	Nil	32	145352717	100	Nil	Nil	Nil	Nil	Nil



6	Approval of Re-appointment of Shri Praneet Mutha (DIN:00424250), as a Whole time Director designated as Joint Managing Director.	Nil	Nil	Nil	Nil	Nil	Nil	29	132426909	100	Nil	Nil	Nil	Nil	Nil
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Thanking you,
Yours faithfully,


Shilpesh Dalal
Practicing Company Secretary
FCS: 5316, CP : 4235



Indore

Date: 30.09.2016