

# 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

Ph. 0731-4094803 Fax: 0731-2560690

Mob.94250-56686

E-mail : [csshilpeshdalal@gmail.com](mailto:csshilpeshdalal@gmail.com)

### 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  
Vippy Industries Limited  
CIN: U15142MP1973PLC001225

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

41<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vippy Industries Limited on 30<sup>th</sup> September, 2015 at Registered Office of Company at 28, Industrial Area, A.B. Road, Dewas.

Dear Sir,

Pursuant to the Resolution passed by the Board of Directors of Vippy Industries Limited on 8<sup>th</sup> August, 2015, 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](http://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. 23<sup>rd</sup> September, 2015, there were 11373 Shareholders in the company. The e-voting kept open from 25<sup>th</sup> September, 2015 (9.00 A.M) to 29<sup>th</sup> September, 2015 (5.00 P.M.).

At the end of voting period on 29<sup>th</sup> September, 2015, the voting portal of Service Provider (CDSL), related to Company, was duly blocked by me. And on 30<sup>th</sup> September, 2015 the votes cast through e-voting facility was duly unblocked by me as Scrutiniser in presence of Shri Prateek Maheshwari 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:**

**Item No. 1-Ordinary Resolution**

**Adoption the Financial Statements of the Company for the year ended 31st March,2015 and Reports 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 Members	% 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 Members	% 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 Members
NIL	NIL

**Item No. 2- Ordinary Resolution**

**Re-appointment of Shri Praneet Mutha (DIN- 00424250) who retires by rotation and being eligible, offers himself for re-appointment.**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
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 Members	% 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 Members	% 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 Members
NIL	NIL

**Item No. 4 -Ordinary Resolution**

**Appointment of Smt. Usha Mutha (DIN: 00409255) as Woman Director of the Company, liable to retire by rotation**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL



**Item No. 5 –Ordinary Resolution**

**Approval of Remuneration of Cost Auditors for Financial Year 2015-16.**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL

**Item No. 6 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.04.2014 to 31.03.2016**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL



**Item No. 7 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.03.2015 to 31.03.2016**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL

**Item No. 8 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.04.2015 to 31.03.2016**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL



**Item No. 9 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company for the period 01.04.2014 to 31.03.2015**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL

**Item No. 10 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company for the period 01.03.2015 to 31.03.2015**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL



**Item No.11 – Ordinary Resolution**

**Approval of Re-appointment of Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members	% 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 Members
NIL	NIL

Thanking you,

Yours faithfully

  
Shripesh Dalal  
Practising Company Secretary  
FCS: 5316, CP : 4235  
Indore  
Date: 30.09.2015



# SHILPESH DALAL & CO

## PRACTISING COMPANY SECRETARY

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### 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  
Vippy Industries Limited  
CIN: U15142MP1973PLC001225

41<sup>st</sup> Annual General Meeting of the Equity Shareholders of Vippy Industries Limited, held on 30<sup>th</sup> September, 2015 at Registered Office of Company at 28, Industrial Area, A.B. Road, 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 41<sup>st</sup> AGM of the Equity Shareholders of Vippy Industries Limited, held on 30<sup>th</sup> September, 2015 at Registered Office of Company at 28, Industrial Area, A.B.Road, 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 Mr. Pratik Maheshwari and Mr. Sumit 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:**

**Item No. 1-Ordinary Resolution**

**Adoption the Financial Statements of the Company for the year ended 31st March,2015 and Reports 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 Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL

**Item No. 2- Ordinary Resolution**

**Re-appointment of Shri Praneet Mutha (DIN- 00424250) who retires by rotation and being eligible, offers himself for re-appointment.**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
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 Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL

**Item No. 4 -Ordinary Resolution**

**Appointment of Smt. Usha Mutha (DIN: 00409255) as Woman Director of the Company, liable to retire by rotation**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL



**Item No. 5 – Ordinary Resolution****Approval of Remuneration of Cost Auditors for Financial Year 2015-16.**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL

**Item No. 6 – Ordinary Resolution****Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.04.2014 to 31.03.2016**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL



**Item No. 7 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.03.2015 to 31.03.2016**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL

**Item No. 8 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.04.2015 to 31.03.2016**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL



**Item No. 9 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company for the period 01.04.2014 to 31.03.2015**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL

**Item No. 10 – Ordinary Resolution**

**Approval of payment of revised remuneration to Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company for the period 01.03.2015 to 31.03.2015**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
NIL	NIL



**Item No.11 – Ordinary Resolution**

**Approval of Re-appointment of Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company**

(I) Voted in favour of resolution:

Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
31	133651568	100

(II) Voted against the resolution:

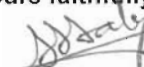
Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast
NIL	NIL	NIL

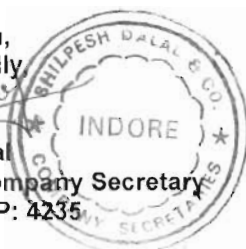
(III) Invalid Votes

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

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to Shri Prakash Chakrawarti, Company Secretary for safe keeping as authorized by the Board.

Thanking you,  
Yours faithfully

  
**Shilpesh Dalal**  
Practicing Company Secretary  
FCS: 5316, CP: 4235  
Indore  
Date: 30.09.2015



# SHILPESH DALAL & CO

## PRACTISING COMPANY SECRETARY

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Ph. 0731-4094803 Fax: 0731-2560690

Mob.94250-56686

E-mail : [csshilpeshdalal@gmail.com](mailto:csshilpeshdalal@gmail.com)

### COMBINED REPORT OF SCRUTINISER ON EVOTING AND POLL

To,  
Chairman,  
Vippy Industries Limited  
CIN: U15142MP1973PLC001225  
41<sup>st</sup> AGM held on 30<sup>th</sup> September, 2015

Dear Sir

I Shilpesh Dalal, Practising Company Secretary have been appointed as Scrutinizer 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 there under and also as Scrutinizer for Poll at AGM venue.

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.

Item no.		Through E-voting			Through voting by poll			Invalid Votes	
		Number of Members voted (in person or by proxy)	Number of votes cast by Members	% of total number of valid votes cast	Number of Members voted (in person or by proxy)	Number of votes cast by Members	% 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 Members
1	Adoption the Financial Statements of the Company for the year ended 31st March,2015 and Reports of the Board of Directors and Auditors thereon.	NIL	NIL	NIL	31	133651568	100	NIL	NIL
2	Re-appointment of Shri Praneet Mutha (DIN-00424250) who retires by rotation and being eligible, offers himself for re-appointment.	NIL	NIL	NIL	31	133651568	100	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	31	133651568	100	NIL	NIL
4	Appointment of Smt. Usha Mutha (DIN: 00409255) as Woman Director of the Company, liable to retire by rotation	NIL	NIL	NIL	31	133651568	100	NIL	NIL
5	Approval of Remuneration of Cost Auditors for Financial Year 2015-16.	NIL	NIL	NIL	31	133651568	100	NIL	NIL
6	Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.04.2014 to 31.03.2016	NIL	NIL	NIL	31	133651568	100	NIL	NIL
7	Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.03.2015 to 31.03.2016	NIL	NIL	NIL	31	133651568	100	NIL	NIL
8	Approval of payment of revised remuneration to Shri Praneet Mutha (DIN-00424250), as a Whole Time Director of Company for the period 01.04.2015 to 31.03.2016	NIL	NIL	NIL	31	133651568	100	NIL	NIL





9	Approval of payment of revised remuneration to Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company for the period 01.04.2014 to 31.03.2015	NIL	NIL	NIL	31	133651568	100	NIL	NIL
10	Approval of payment of revised remuneration to Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company for the period 01.03.2015 to 31.03.2015	NIL	NIL	NIL	31	133651568	100	NIL	NIL
11	Approval of Re-appointment of Shri Rahul Mutha (DIN-00424128), as a Managing Director of Company	NIL	NIL	NIL	31	133651568	100	NIL	NIL

Thanking you,  
Yours faithfully

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



Indore

Date: 30.09.2015